

Exhibit Q

1
2 IN THE UNITED STATES DISTRICT COURT.
3 FOR THE DISTRICT OF NEW JERSEY
CIVIL 02-2917 (JEI)

4 PATRICK BRADY, SALLY YOUNG,
5 HOWARD HOLLANDER, THEODORE CASE,
6 AND MICHAEL FINUCAN, individually
and on behalf of all others
similarly situated,
Plaintiffs,

7
8 V.

VOLUME 13
TRIAL TRANSCRIPT

9 AIR LINE PILOTS ASSOCIATION,
10
11 Defendant.

CAMDEN, NEW JERSEY
JUNE 29, 2011

12 B E F O R E: HONORABLE JOSEPH E. IRENAS
13 UNITED STATES DISTRICT JUDGE

14 A P P E A R A N C E S:

15 TRUJILLO, RODRIGUEZ & RICHARD
BY: NICOLE M. ACCHIONE, ESQ.
16 AND: LISA J. RODRIGUEZ, ESQ.

17 AND
GREEN JACOBSON, P.C.
BY: ALLEN PRESS, ESQ. (MO. BAR)
18 AND: JOE D. JACOBSON, ESQ. (MO. BAR)
For the Plaintiffs.

19 ARCHER GREINER
BY: STEVEN FRAM, ESQ.

20 AND
KATZ & RANZMAN
21 BY: DANIEL M. KATZ, ESQ.
FOR THE DEFENDANT AIR LINE PILOTS ASSOCIATION.

22 ELIZABETH GINSBURG, ESQ.
23 IN-HOUSE COUNSEL FOR ALPA.
24
25

1
2 Pursuant to Section 753 Title 28 United States
3 Code, the following transcript is certified to be an
4 accurate record as taken stenographically in the
above-entitled proceedings.

5 S/ LYNNE JOHNSON

6 Lynne Johnson, CSR, CM, CRR
7 Official Court Reporter
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18 LYNNE JOHNSON, CSR, CM, CRR
19 OFFICIAL COURT REPORTER
20 UNITED STATES DISTRICT COURT
21 P.O. BOX 6822
22 LAWRENCEVILLE, NJ 08648.
23
24
25

1 there was a lot of discussions about those topics.

2 Q. And did you view that as a good thing or a bad thing, if
3 American were to walk away from the transaction?

4 A. I view Americans departure from the transaction to be
5 disastrous.

6 Q. Explain to us why you felt that would be disastrous?

7 A. I was confident that Americans departure from the
8 transaction would cause the liquidation of TWA and the loss
9 of jobs.

10 Q. All right. Let's move ahead to the meetings of the MEC
11 on April 1 and April 2. Do you recall those meetings?

12 A. I do.

13 Q. Just to put in context, I refer you to defendant's
14 exhibit 210 in evidence. It should be the next document
15 there. Do you recall that as an email of Thursday, March 29,
16 scheduling a work session on Sunday, April 1, and a formal
17 meeting on Monday, April 2?

18 A. Yes.

19 Q. We projected that. And then the next document, so you
20 have it in context, is defendant's exhibit 179 in evidence,
21 and that is the agenda for the April 2 meeting. Pull that up
22 real quick.

23 A. Yes.

24 Q. All right. Let's focus on the April 2 meeting, and I am
25 going to ask you to start by telling us who was present at

1 this work session on Sunday, April 2.

2 A. I am confident that the entire MEC was present for the
3 simple reason that, I had a habit of leaving the house early
4 because I was local, sometimes there was traffic. And I
5 would tend to get to the meetings a bit early. And upon
6 arrival at this meeting on the second, after the work meeting
7 on the first, I went in to the meeting room and Scott
8 Shwartz, the vice chairman of the MEC, was in the room
9 preparing, making sure the room was prepared for the outset
10 of the meeting. And we entered into a brief discussion about
11 how he thought things would go.

12 Q. Let's go back to April 1.

13 A. Okay.

14 Q. I want to first focus on who was present for the work
15 session. Do you recall that the work session was on the
16 afternoon of April 1?

17 A. Yes, I do.

18 Q. Okay. Do you recall who was present for that meeting on
19 Sunday, April 1?

20 A. Well, I was trying to explain that I think that every
21 one was present at that meeting, because of what I did the
22 following day.

23 Q. Go ahead. I am sorry to interrupt you.

24 A. That is quite all right.

25 At any rate, as Scott Shwartz and I greeted one

1 Q. We will come back to him in a minute. What was the
2 discussion on Sunday, April 1, 2001?

3 A. The discussion was about the impending 1113 hearing.
4 And what was likely to transpire, and what were the
5 alternatives. Advisors, it was more of an open dialogue, it
6 was not a formal MEC meeting, per se. It was a dialogue. It
7 seemed that the basic format was the individual advisors took
8 turns, but on occasion, others would pipe in. And
9 individually they just, they offered their thoughts about the
10 1113 and what the probabilities of prevailing in the 1113 and
11 what the implications of prevailing in the 1113 were.

12 Q. When you say prevailing, prevailing in the sense of TWA
13 prevailing or prevailing from the sense of defeating it?

14 A. Prevailing in the sense of potentially defeating TWA's
15 motion.

16 Q. What do you recall advisors saying about the chances of
17 defeating the motion?

18 A. Virtually nothing. Virtually nil. Advisors were
19 extremely pessimistic about the prospect of us prevailing and
20 defeating TWA's 1113 motion.

21 Q. Were there was there any disagreement among advisors
22 about the prospect of defeating the motion?

23 A. There was no disagreement about the prospects of
24 defeating the motion. There was disagreement about other
25 issues, but not about the prospect of defeating the motion.

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1 of how the TWA pilots were going to get integrated in?

2 A. I expected that we would not have a great deal of
3 leverage in any case, no matter what we did, and that seemed
4 to be the case about this point in time, that there wasn't
5 very much movement on behalf of the Allied Pilots.

6 Q. Going back to the meetings on April 1 and 2 and focusing
7 on the Section 1113 motion, what do you recall being
8 discussed at those meetings about the likelihood that the
9 motion would be granted, and that TWA would be successful in
10 rejecting the collective bargaining agreements?

11 A. Again, I don't have an independent recollection of April
12 1. But I do recall the discussions we were having that
13 evening.

14 I don't believe anybody in the MEC really had a
15 clear handle of what the likelihood was then. There were a
16 few, one or two maybe, that had made up their minds, but
17 certainly the majority of us really had not decided what
18 those issues were and what those likelihoods were at that
19 point, on April 1.

20 Q. The discussions you recall on April 1, who was there,
21 who do you recall being involved?

22 A. I recall every member of the MEC being there, as well as
23 Bob Pastore, the MEC chairman. And several of our advisors,
24 including some of the people on the finance committee that we
25 had, and other people who were involved in the bankruptcy,

Exhibit R

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4 PATRICK BRADY, SALLY YOUNG,
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6 AND MICHAEL FINUCAN, individually
7 and on behalf of all others
8 similarly situated,
9 Plaintiffs,

10 V.

VOLUME 16
TRIAL TRANSCRIPT

11 AIR LINE PILOTS ASSOCIATION,
12 Defendant.

CAMDEN, NEW JERSEY
JULY 6, 2011

13 B E F O R E: HONORABLE JOSEPH E. IRENAS
14 UNITED STATES DISTRICT JUDGE

15 A P P E A R A N C E S:

16 TRUJILLO, RODRIGUEZ & RICHARD
17 BY: NICOLE M. ACCHIONE, ESQ.
18 AND: LISA J. RODRIGUEZ, ESQ.

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20 GREEN JACOBSON, P.C.
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23 For the Plaintiffs.

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KATZ & RANZMAN
BY: DANIEL M. KATZ, ESQ.
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1 the 21st, TWA filed an amended motion stating that the
2 hearing would be held on April 6, and that objections would
3 be due March 30 instead of March 26.

4 Q. Okay.

5 A. And I believe I reported at that meeting that at some
6 point during that meeting.

7 Q. When you reported to the MEC -- by the way, just tell us
8 generally who was present at the meetings on March 21 and 22,
9 2001?

10 A. It was an MEC meeting. There were a series of these
11 meetings. Members of the MEC would be there and the officers
12 and the chairs at least of the negotiating and merger
13 committees, and the creditors committee representatives, and
14 David Holtzman and me and Steve Tumblin and Michael Glanzer,
15 and I think at most of these meetings, if not all of them,
16 Clay Warner.

17 Q. Did you talk at the meeting on March 21 and 22 about
18 whether the hearing date could be postponed, whether there is
19 a way to get the motion to be considered to be put off?

20 A. I believe I did.

21 Q. What did he say?

22 A. The statute, this is a very unusual statute. The
23 statute says that when the motion is filed, the hearing, the
24 Court will schedule the hearing no later than two weeks after
25 the motion is filed. And the Court, for, it says something

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1 like special circumstances or the circumstances of the case,
2 can extend it one week, and that is all. The hearing has to
3 start 21 days after the motion is filed. No later than that.
4 Unless the company agrees.

5 As I remember, April 6 was 21 days, maybe it was 20
6 days, but it was 21 days after March 15. So that unless the
7 company agreed, the hearing was going on start on April 6.
8 The statute instructed the Judge not to extend the start of
9 the hearing unless the company agreed.

10 Q. Did you have a sense on March 21 or 22 of how long the
11 hearing would take?

12 A. Yes. I had a general sense.

13 Q. Did you talk to the people at the meeting about how long
14 you thought the hearing would take?

15 A. At both this meeting and the meeting on, the last
16 meeting which was April 1, 2, my -- and we were focusing at
17 this point more on getting the objection done and filed.
18 That was the first thing we needed to do. But that -- from
19 everything I knew in the negotiations, everything was
20 focusing now on scope and successorship. And seniority
21 integration. I sort of mean that too.

22 And so my view, I think I expressed at this point,
23 I know I expressed at the next meeting, was that we would
24 need a witness, the negotiating history was going to be
25 agreed to, I thought, what is in the contract is going to be

Exhibit S

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6 AND MICHAEL FINUCAN, individually
7 and on behalf of all others
8 similarly situated,
9 Plaintiffs,

10 V.

VOLUME 18
TRIAL TRANSCRIPT

11 AIR LINE PILOTS ASSOCIATION,
12 Defendant.

CAMDEN, NEW JERSEY
JULY 11, 2011

13 B E F O R E: HONORABLE JOSEPH E. IRENAS
14 UNITED STATES DISTRICT JUDGE

15 A P P E A R A N C E S:

16 TRUJILLO, RODRIGUEZ & RICHARD
17 BY: NICOLE M. ACCHIONE, ESQ.
18 AND: LISA J. RODRIGUEZ, ESQ.

19 AND
20 GREEN JACOBSON, P.C.
21 BY: ALLEN PRESS, ESQ. (MO. BAR)
22 AND: JOE D. JACOBSON, ESQ. (MO. BAR)
23 For the Plaintiffs.

24 ARCHER GREINER
25 BY: STEVEN FRAM, ESQ.

AND
KATZ & RANZMAN
BY: DANIEL M. KATZ, ESQ.
FOR THE DEFENDANT AIR LINE PILOTS ASSOCIATION.

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1 faction. Look at this room. And my clients, he called them
2 all liars. I want you to remember, some of them are here.
3 Alan, Sean Clarke. Please stand up. Sally Young. Alan
4 Altman. Matt Comlish.

5 They are all liars. That is what he just told you.
6 You remember these people. They sat there, right in that
7 chair and looked you all in the eyes and told you what they
8 believed.

9 They told you what they remembered. To the best of
10 their ability, stuff that happened ten years ago. Their
11 story was completely consistent, unlike some of the ALPA
12 witnesses that we will get into. That is who they are
13 calling liars to you today.

14 And then this charming fellow, remember him. This
15 was Howard. Howard Hollander. He is a liar, too. He is the
16 fellow that remember, that fateful day, April 2, he followed
17 advisors out of the conference room, they went in and have a
18 conference call and he put his ear on the wall, the room next
19 door and he overheard what they were saying, which wasn't
20 very nice.

21 But that is who they are now trying to portray as
22 just completely dishonest people. And I hope you don't
23 believe it. These people are serious, credible people. They
24 came in here and told you the truth to the best they could,
25 and they are no faction.

1 the members vote on it. Ratification. The conclusion of an
2 agreement shall, at the discretion of the MEC, be subject to
3 MEC or membership ratification.

4 So if the MEC wants, it can put out a contract for
5 membership ratification.

6 What happened here? On April 2 when the advisors
7 are all there telling them the train is leaving the station,
8 they may say that comment wasn't made, but you know it was,
9 they all say it. But when that conversation was taking place
10 the MEC said they were reluctant to do this. They didn't
11 want to. They said can't we put this out for vote? Can't we
12 have membership ratification? And what was the response?
13 No. There is not enough time. There is not enough time to
14 do that.

15 Well, what was driving that issue? The bankruptcy
16 hearing which was set to be heard four days later. Okay.
17 The meeting was on Monday and then the bankruptcy hearing was
18 on a Friday, and they are saying, well, there is not enough
19 time to put it up for ratification. But there was. Mr.
20 Seltzer supplied the proof. He told you that there is an
21 automatic right to an extension of the 1113 hearing. All
22 they had to do is go into court and say Judge, we would like
23 an extension of this hearing so that we can put this issue
24 out to vote to the members, the union local representatives
25 have asked for it, and that is what we want to do.

1 And that would have been done. Then ALPA has
2 procedures for telephonic balloting. In can be done very
3 quickly. So when they told the MEC there is not enough time,
4 that wasn't true. There was time. They just wanted a
5 decision that day. And I will explain to you why that was
6 important to them. But not now.

7 The next highlighted page, again, how to negotiate
8 a contract policy. This one is "Crisis and concessionary
9 Negotiations."

10 The TWA pilots were clearly involved in a
11 concessionary negotiation. They were being asked to give up
12 their scope. Nothing could be more important to them.

13 So this policy applies. And what does it say on
14 the next page? If you are involved in that kind of
15 negotiation, ALPA shall provide to the MEC, can you highlight
16 that? Shall provide three things. First one is probably the
17 most important one: Coordination directly through the
18 president's office. So under ALPA's written policy, if an
19 MEC is involved in a concessionary negotiation, that
20 negotiation has to be coordinated through the president's
21 office.

22 That didn't happen here. Woerth didn't tell you
23 one thing that he did coordinating any of this negotiation of
24 this new contract. He wasn't involved. They violated the
25 policy.

Exhibit T

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CIVIL 02-2917 (JEI)

3 PATRICK BRADY, SALLY YOUNG,
4 HOWARD HOLLANDER, THEODORE CASE,
5 AND MICHAEL FINUCAN, individually
and on behalf of all others
similarly situated,
Plaintiffs,

6
7 V.

VOLUME 19
TRIAL TRANSCRIPT

8 AIR LINE PILOTS ASSOCIATION,
9
10 Defendant.

CAMDEN, NEW JERSEY
JULY 12, 2011

11 B E F O R E: HONORABLE JOSEPH E. IRENAS
12 UNITED STATES DISTRICT JUDGE

13 A P P E A R A N C E S:

14 TRUJILLO, RODRIGUEZ & RICHARD
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1 That is what they want you to believe. Because Roland Wilder
2 testified he wasn't there on April 2.

3 Well, what is missing from that argument is the
4 fact that Roland Wilder flip-flopped three times on whether
5 he was there on April 1 or April 2. And that was played to
6 you. And what Mr. Fram played to you was his last testimony
7 where he flip-flopped back saying no, I wasn't there. I was
8 there on the first, but not on the second.

9 So instead of coming in and trying to convince you
10 that all my clients lied, isn't it more reasonable to think
11 that Mr. Wilder was just confused on the date? Isn't that
12 more reasonable?

13 You know what I think about it. But you also have
14 something that was missing. David Singer, their own witness,
15 testified that Roland Wilder was there on April 2. Their
16 other pilot witnesses, Rautenberg, he conveniently couldn't
17 recall. That was his testimony. So every pilot witness that
18 hit that stand told you that Roland Wilder was there that
19 day.

20 And Roland Wilder, again he went back and forth
21 several times and then finally, the last time he testified it
22 was, no, Roland wasn't there.

23 So let's get back to this list of tools. Where I
24 left off was funding.

25 The next one I want to talk about is lobbying. The

1 its rent, yeah, have its meetings and for the various MEC
2 officers and committee members did do their work.

3 So ALPA allows TWA to strip the pilots of their
4 flight pay loss bank and then they replenish it. Did that
5 provide any leverage to Mike Day's committee, negotiating for
6 seniority? No. That is not leverage.

7 The next thing, I don't know about the order, but
8 another one, he said, that Duane Woerth appeared before the
9 American Airline pilot union's board on April 5 and had a
10 discussion with them. Woerth, 4/5, at APA.

11 Okay. What else did he say? Oh. Yeah. Mr. Fram
12 told you that Duane Woerth went down there to Dallas and told
13 the American pilots that they had to be fair to the TWA
14 pilots. That is what he supposedly did.

15 And what is the proof of that? Duane Woerth's
16 testimony. There is not one substantiating piece of evidence
17 in the record. Yeah, the TWA pilots reported in their memos
18 afterward what Duane Woerth had told them he said. That is
19 not evidence of what Duane Woerth actually said. That is
20 just them parroting what he said, what he told them.

21 We showed you, we read you a deposition, very short
22 one we took of an American pilot who was actually at the
23 meeting. Do you remember we had to read it? I had, we had
24 Joe Jacobson sit in the witness stand and be the witness, I
25 think. And his name was Reifsnyder. This guy was at the

Exhibit U

ALPA C&R Discussions.txt
 From: Robert Reifsnyder LAX/FO/737/D 332408 #7065
 <RReifsnyder@HQ.ALLIEDPILOTS.ORG>
 Subject: Re: ALPA won't take us!
 MIME-Version: 1.0
 Content-Type: text/plain; charset="iso-8859-1"

>-----Original Message-----

>From: Robert Johnson Jr DFW CKA 137522 #5046
 >[mailto:bojohn783@AOL.COM]
 >Sent: Tuesday, April 17, 2001 1:05 AM
 >To: C-R@ALLIEDPILOTS.ORG
 >Subject: Re: ALPA won't take us!

>
 >
 >What I was wondering was: Would ALPA take us if we stapled TWA
 >to the bottom of our list? Could it be possible that our
 >stance on the TWA merge would be affected by what ALPA might
 >think? What if we did not use a framework such as their merger
 >protocol which was just explained in the APA mailer? Might
 >they block an attempt to reaffiliate? <<

Bob,

While you and I have disagreed on many issues, generally I can see the rationale for your arguments.

Here, I can't.

Do you think ALPA national will decide to keep 15,000 pilots out of ALPA (don't forget, TWA will probably be APA eventually) just because of a dispute on a seniority merge?

Hell, when TWA and Ozark merged, TWA pointedly and specifically ignored ALPA merger policy.

Duane Woerth stood in front of the APA BOD and told us that he had told the TWA pilots to "get real" on their aspirations of the seniority merge.

Pandering? Maybe. But hardly the kind of talk that would seem to counsel against any ideas we might have on the seniority integration.

Reif

--> C & R Acceptable Use Policy - <http://www.alliedpilots.org/aup.01.html> <--

>>> Posting number 71833, dated 17 Apr 2001 10:12:23
 Date: Tue, 17 Apr 2001 10:12:23 -0500
 Reply-To: APA Challenge & Response <C-R@ALLIEDPILOTS.ORG>
 Sender: APA Challenge & Response <C-R@ALLIEDPILOTS.ORG>
 From: Robert Johnson Jr DFW CKA 137522 #5046 <bojohn783@AOL.COM>
 Subject: Re: ALPA won't take us!
 Comments: To: Robert Reifsnyder LAX/FO/737/D 332408 #7065
 <RReifsnyder@HQ.ALLIEDPILOTS.ORG>

On Tue, 17 Apr 2001 09:56:07 -0500, Robert Reifsnyder LAX/FO/737/D 332408 #7065
 <RReifsnyder@HQ.ALLIEDPILOTS.ORG> wrote:

>Bob,

>
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Exhibit V

#25

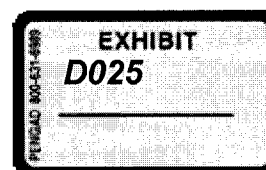


STL COUNCIL 003

INFORMATION UPDATE

BRIEFING #: 2001-09,

May 8, 2001



HELLO, THIS IS RON TAMACCIO, COUNCIL 003 COMMUNICATIONS CHAIRMAN WITH AN ALPA INFORMATION UPDATE.

TODAY IS TUESDAY, MAY 08, 2001.

IT'S 15:04 HOURS IN ST. LOUIS.

THERE ARE TEN ITEMS IN THIS BRIEFING.

1. AS ALWAYS, SAFETY FIRST!

In our last Update, we cited a few examples of how some of

our captains declare themselves experts in airworthiness requirements by not entering malfunctioning components or known deficiencies in the aircraft's logbook.

AS a follow on, we'd like to remind you that whenever you encounter any non-normal situation; be prudent and use all the resources available to you.

Don't proclaim yourself the on-site "expert," and start making decisions before you've had a chance to consult with the real experts.

Worse yet, don't ignore a bad situation hoping it will just go away.

The former is foolish, and the latter is just plain stupid!

Unfortunately, last week we had another in-flight engine failure.

The crew landed without incident, but, once again, failed to call anyone from ALPA's Safety Department.

We found out about it the next day.

Please remember, anytime you declare a flight segment "*non-routine*" per Chapter 6, Section VII, P., s., of the FOP; whatever happened to cause you to make that declaration is probably something ALPA needs to know about.

In some respects, our simulator training for these kinds of abnormal procedures sets us up for not following through with the necessary notifications.

In the sim, once we touch down, the event ends and we go on to the next one.

However, in the real world, when we experience one of these kinds of situations, the crew is put on Chief Pilot Hold (CHP) and the 21(A) inquiries begin immediately thereafter.

The first things you do or say are the very things that will have the greatest impact on the eventual outcome.

Don't start talking or writing until you talk to us!

Call 1-800-USE-ALPA.

2. INTEGRATION UPDATE.

Things aren't going well in our discussions with APA about how to integrate the TWA pilots into the American Airlines' Pilot Seniority List.

To date, both proposals from APA included a methodology whereby the most senior TWA pilot ends up somewhere below the middle of the current AA list, and more than half of the rest of the TWA group is stapled to the bottom.

Unlike Mr. Carty, the rest of AA's top managers, and many airline industry analysts, the APA's leadership still refuses to attribute any value to TWA's contributions to the transaction between the two airlines.

It's apparent to us that APA feels AA "saved" TWA from extinction, and absent that, we'd all be out of work.

So, from their perspective, we should be quite happy with APA's current offer.

Until their mindset changes, and APA's leadership recognizes how this transaction enhances the career expectations of its members, it's unlikely their negotiating position will change.

Nevertheless, our team is preparing a very detailed counter-proposal; based on a concept that does reflect the substantial positive contribution the TWA assets bring to AA's system, the company's "bottom line," and the career expectations of all its pilots.

Also, there's another *sub-rosa* aspect to this whole negotiation.

Since the pilots from Continental recently voted to rejoin ALPA, APA is now the only large, stand-alone pilots union in the US.

Its leadership just agreed to pay a \$49.5 million claim to AA management resulting from

APA's illegal sick out in February 1999.

The former Reno Air pilots are suing them and there's a group of AA pilots in a shadow union on their property.

All things considered, perhaps APA's leadership feels they must appear "strong" to their members in order to maintain their independent status and their position as bargaining agent for the AA pilots. It's no secret that ALPA would like to have AA back in the Association. We'll keep you posted as events unfold.

Because of scheduling conflicts, the next meeting between the parties will not occur until sometime later this month.

3. STAFFING REPORT.

What follows is from Gary Tritt, Acting Chairman of the System Schedule Committee.

The following information is for distribution to the pilot group.

*First item concerns the future wide body displacement message. **At this time there are no plans by***

the company to post another wide body displacement bid message.

The current staffing of the wide body fleet is such that there is minimal overstaffing through the fall, 2001.

Second item concerns the 717 fleet. The company has created an aggressive June schedule for the 717 fleet that has resulted in excessive penalty time creating a situation whereby the crews available were not sufficient to fly the schedule. In an effort to reduce the crew requirements for June the result was a decrease in actual flying hours and very few 1 and 2 day trips for the fleet.

Third item again concerns the 717 fleet. Expect a bid message within the next month effective probably in August for 717 vacancies. We are requesting that all pilots, especially the DC9 pilots review their standing bids. If the company is unable to fill the 717 vacancies and there is an overstaffing of the DC9 fleet (a real probability due to DC9 aircraft being retired), then we can probably expect a displacement message for the DC9.

Fourth item. The company is in the process of completing their semi-annual review of the financial plan and will adjust the financial plan as required.

It is unknown at this time the specifics, however, considering the changes that have occurred in ownership and fleet size we expect to see changes, to what extent, we don't know. It is imperative that all pilots continue to review their standing bids.

Last item. When pilots have questions concerning their schedule, they should first contact crew scheduling. If your answer is not satisfactorily answered then your next step should be to contact your domicile for resolution.

If your problem is not answered satisfactorily, or you feel that this could be a problem to other pilots, please notify your Scheduling Committee representative, a Grievance Committee representative or your elected LEC representatives.

These representatives are listed on the MEC website. And again, have a question, just ask, we'll try our best to get an answer for you.

Gary Tritt

ALPA 000212

SSC Chmn, Acting

4. RETIREMENT PLAN OPTIONS.

Sometime last week, everyone should have gotten a letter confirming the amount of past-due company contributions, plus interest, made to your DAP account. The payments were made on April 19th.

These monies were the last contributions from any source, excluding rollovers, to the TWA DAP and 401(k) accounts.

All future TWA LLC retirement contributions and your personal 401(k) contributions will go to your new AA Super Saver Account.

Also in the letter was important information about the future of the DAP and 401(k) Plan.

It appears that the DAP will continue, as is, with a new sponsor. However the 401(k) Plan will eventually be terminated.

Please pay close attention to the directions for requesting a

distribution or rollover from either your DAP or 401(k) account.

Errors could have substantial tax consequences.

5. NEW MEC OFFICER.

The MEC elected Keith O'Leary to replace Scott Schwartz as its Vice Chairman.

Keith is a STL MD-8 Captain. He lives in STL.

6. MORE CHANGES ON THE MERGER COMMITTEE.

The MEC chose Captain D.J. Glasby to replace Captain Gary Flor on the Merger Committee.

Captain Flor left the committee for personal reasons.

The Merger Committee member are:

Captain Mike Day
Captain D. J. Glasby
Captain John Swanson
F/O John Hefley
F/O Sean Clark

7. ALPA PRESIDENT SPEAKS TO APA ABOUT TWA PILOTS.

What follows is an excerpt from ALPA's President, Captain Duane Woerth's comments to the TWA MEC and ALPA members present at a Special MEC meeting on April 23, 2001.

Addressing the current issues facing TWA pilots specifically, Captain Woerth said that as an ex-Braniff pilot he was happy that TWA pilots had hung on to get to the point we are. The Association's focus now is on obtaining a fair seniority integration for the TWA pilots, he said.

Captain Woerth reported that earlier this month he traveled to Dallas with the intention of speaking to the Allied Pilots Association Board of Directors about the TWA pilots' seniority integration. Although the APA did not guarantee that Captain Woerth would be allowed to speak to the APA BOD, he went with the hope of receiving an official invitation. That morning, APA President John Darrah contacted Captain Woerth with that invitation. This would be only the second time since APA was formed that a sitting ALPA

President had been able to officially address the APA BOD, according to Woerth.

During his discussion with the APA, Captain Woerth said that this transaction would mark the first time in the American pilots' careers that they would have to deal with integrating a large airline with a long history. He said this transaction is different than Reno or Air Cal and the APA must realize that and be fair in their negotiations.

He went on to tell the APA that the TWA MEC had recently made one of the hardest decisions he has ever seen any MEC make in reaching the transition agreement with TWA Airlines LLC. Captain Woerth said that the TWA MEC had made a realistic assessment of their situation and made the hard decision, and now the APA needs to get realistic and make a hard decision.

He told the APA that they have an even greater responsibility to be fair and realistic since they would not allow a third party to facilitate the negotiations. (NOTE: Subsequent to Captain Woerth's meeting with the APA, they agreed to the use of a facilitator if needed.)

Captain Woerth told the MEC then that he would send a letter to the TWA pilots and others to be sure they all know what his position is. Captain Woerth pledged the financial support of the entire Association for the TWA pilots. In light of losing the 9,000-hour flight pay loss bank previously negotiated with TWA, Inc., Captain Woerth assured the MEC and other members present that the TWA MEC will be provided the funds and other support necessary from ALPA to process MEC activities.

Capt. Woerth stated that they would look at the TWA MEC's financial needs quarter by quarter without micromanaging the MEC.

This is a unique situation - we are going to take care of business, he added.

Question and Answers
(paraphrased and condensed):

Q: What is APA's status with regard to the AFL-CIO?

A: The APA has been trying to get into the AFL-CIO for a long time, and they have not been successful. They need to be true members of the labor movement if they want the political support and

clout that goes along with a national union.

Q: What did you think of the APA's latest proposal?

A: I saw their first proposal, and when they said they had a better one I certainly thought it would be better than that. I found it highly unsatisfactory.

Q: Do we have your commitment to use the resources of ALPA, including litigation, to ensure TWA pilots are integrated fairly?

A: If we have any basis for litigation, we will do what is necessary, including litigation. We hold the bargaining rights-we don't need MCF for litigation.

Q: What is your assessment of the APA Board of Directors? How did they receive you?

A: When I was in front of them, it was a very controlled group. There are less than 20 members on the BOD, out of which maybe two are approaching 50 years old. Frankly, in that way they don't look all that different than any MEC. Their Vice President is an ex-Eastern pilot; however, since American growth has been mostly through internal expansion and

the APA has never been through a large merger like the rest of ALPA's MECs, they are struggling with how to do this.

Q: Are you of the opinion that an integration that is not fair to the TWA pilots will have long-range consequences for the industry and American Airlines going forward?

A: I think that's obvious. This transaction results in the largest airline with the largest pilot group. What the rest of the world's pilots will be counting on is for this combined group to have the unification and strength to do their job in negotiating their next contract. We need leading edge companies with leading edge contracts. The biggest airlines can raise the bar for everyone. If one big airline does not, then it negatively impacts the rest of the pilots in the industry.

The consequences of not doing the right thing are serious. The APA can use the addition of the TWA pilots to strengthen their position. If not, with a hostile political environment and an aggressive management, they might stay a notch below where they need to be. They need to be aware of the long-term consequences of what they do.

Q: Is there anything that you can do to assist the five pilots who have not been offered employment by American Airlines in the TWA LLC?

A: Bob Pastore and I will talk to Don Carty before any decision is made to be sure he understands all the issues involved.

Q: What influence do you think Don Carty has with the APA? Is there any assistance we can get from him?

A: We have an open dialogue with him. How effective he will be, I'm not certain. He has a hard time reaching a deal with his own pilots. If he doesn't want to look like the dumbest CEO in the industry he's got to do this right.

Q: Why did ALPA not choose to sponsor the pilots' DAP?

A: If we agree to sponsor one, we would have to be prepared to take on more. We simply don't have the resources to take on that kind of liability.

Q: What's the status of the fine levied against the APA as a result of their sickout in 1998?

A: I don't think Don Carty is going to make them write a check for something when they don't have

it. I don't know what he will tell the judge.

The members applauded Capt. Woerth at the conclusion of his remarks.

8. AA EXECS MEET WITH TWA LINE PILOTS IN STL.

Captain Rick Crocker provided this summary of the "Meet & Greet" session with AA managers in STL on May 3^d.

The representative in attendance for AA were:

Capt. Bob Kudwa: VP Flight Operations

Jeff Brundage: VP employee relations

Capt. Eric Lewis: Managing Director (I believe of Flt Ops)

Capt Kudwa opened up the session with a few comments:

The TWA/AA combination places AA ahead of UAL strategically and puts UAL in a position of trying to find a way to counter what AA has done.

TWA runs an outstanding airline.

He wants everybody's motto for this merger to be "treat everybody like you want to be treated."

They do most of their company communication over their website.

They have access to Sabre from the website (you will no longer have to maintain a CompuServe account).

There were a few more comments but they are the same things we have already heard a 100 times. The rest of the statements were from the question and answer portion.

Someone asked about the potential loss of 60 A/C. He said they plan to move A/C out of LLC only to match the retirements of LLC pilots. Most of the A/C transfers would happen to A/C whose leases run out.

The future of the B717 depends on Boeing. They were offered a deal to replace every F100 with a B717. The returned F100's would not be used in the states. The deal got a little cloudy when they were going to have to include the extra F100's coming from USAir.

The drop dead last possible date to be LLC is 12/31/04, but the LLC could disappear sooner.

Part of the delay in figuring out fleet plans and training issues was that they couldn't look at everything until the bankruptcy judgment was final (antitrust laws prohibited it).

If at any point there is an excess of pilots in the LLC they will be able to move across the fence (instead of being furloughed) based on whatever is agreed upon for our seniority integration.

The first noticeable change to our A/C is going to be the seats -- were going back to comfort class.

There will not be disposal of TWA a/c. They do not plan to replace 180 a/c unlike the Reno acquisition were they are replacing all of the a/c.

His comment on seniority integration is that it's "like everyone showing up to the dance with two dates but you are still worried about losing your girlfriend."

AA will not accept a proposal from APA that creates large costs.

Management is neutral on the position of seniority integration.

They would like an integration process sooner rather than later.

NO ONE WILL BE DISPLACED. He said that they do not have a displacement program and that as long as no one bids out of their seat they should not be forced out.

On their upgrade or out policy he said it is not their intention to eliminate people, in fact he thought we had a stricter policy.

When do we train to AA procedures? It will be slow integration followed by some sort of FAA requirement. They have no idea at this time what is exactly going to be required.

Are we a pawn in the upcoming Section 6 negotiations? We don't plan to use LLC as a pawn either way in negotiations.

They want the integration done quickly. "This has got to be done right from the people side, people issues are very important."

Any plans to change our domiciles? No changes currently, they plan to keep things status quo at the co-located domiciles.

They do NOT want another integration like Reno. They were not happy with the way the labor portion of the Reno integration worked out.

They thought the Air Cal integration went smoothly and like the easy way that integration of work forces took place.

Based on current staffing if we went to AA work rules there would be a significant shortage of LLC pilots.

We will be on AA pay and benefits NO LATER than 1/1/02.

Pref bid will be dead 12/31/01.

The type of flights using STL will be focused on connecting traffic so they can utilize ORD for more O&D traffic. They do not see an immediate increase in our international flying out of STL, they are still trying to get landing slots in NRT for the route authorities they have so don't look for a STL-NRT route anytime soon.

LLC new hires will be hired by A/A and then allotted to LLC, as LLC needs new pilots. They are currently looking into the status of the pilots in our pilot pool.

When will we get new uniforms? They have not set a date yet but would like it sooner rather than later.

They are currently working on who is going to be our feeder in STL.

When will we be eligible for profit sharing? LLC pilots will not be eligible for a profit sharing check for the year 2001 but should be eligible after that.

What is the status of the LLC5? They are currently still reviewing their legal issues and hope to have it resolved soon. It is now the LLC4 because one pilot has already been returned to the list.

These above comments are only my perception from my notes of the meeting.

Hope this helps those that want more info.

Rick

9. A MESSAGE FROM OUR COUNCIL'S NEW SECRETARY/TREASURER

Fellow Council 3 Pilots

I have just recently been able to obtain the email addresses of those pilots in Council 3, that have them on file with TWA ALPA. This was not an easy task with all the red tape involved.

As I have committed to a better line of communication with you, I will begin to give you EMAIL updates as to our progress with APA in the coming days, weeks and months.

You can also store my email address; so in the event you have any questions, feel free to email me. I will do my best to respond appropriately to those questions. In that, I will say that there may be times that I will not be able to be specific about sensitive issues that have to do with Strategic Planning Issues with the APA

This will be in your best interest in the long term. You may ask why? The answer is simple and to the point. Information that is often in the planning stage is not complete nor is it appropriate to communicate it if it may jeopardize the plan before it even gets started.

Often EMAILS and general postings have found themselves in the hands of the APA and being

counteracted to our Merger Committee, at their surprise. This is a tremendous problem that hurts the TWA pilots and your MEC's fight to seek a fair and equitable integration of the seniority list.

It is incumbent upon each one of us to understand this process. I ask that each of you take it upon yourself to limit your Internet and ALPA Board communication of items that may not already be released by ALPA.

I will also state, if ever in the future I feel that this process has a flaw or seems to be going down the wrong path, I will immediately communicate this to ALL C3 Pilots.

Those that represent you in ALPA are to be held accountable for their actions, this includes me. If you ever doubt their actions or their intent, it is perfectly within your right, to question their motives and their actions or lack thereof.

I am still committed to seeking (DOH) or it's equivalent for the TWA pilot's.

I will be putting a briefing together in the next 24 hours to bring as

much of you up to date as possible.

Again, please feel free to email me at anytime.

Fraternally,

Jim Arthur

C3 Secretary/Treasurer

STL MD80 Captain

TWAC3JIMARTHUR@CS.COM

10. A SPECIAL FRIEND APPROACHES RETIREMENT.

Our Chief Pilot will retire on May 24th. Captain Magnuson has served us well during his tenure as our "boss."

He's an outstanding example of the true spirit of enlightened, customer-oriented management.

Lee's unique style and genuinely caring approach to his responsibilities has, on more than one occasion, resulted in preserving a fledgling pilot's flying career that was in serious jeopardy.

His successor will have a difficult time following such a fine manager.

Before he retires, please try to stop by or send him a note to wish him well.

**THAT'S ALL FOR NOW.
LOOK FOR OUR NEXT
UPDATE SOMETIME LATER
THIS MONTH.**

**THANKS FOR CALLING
WATSON.**

GOOD BYE.

The preceding information is a verbatim transcript of a TWA ALPA Council 003 Code-A-Phone message. The messages are updated frequently. Each message is prepared by Captain Ron Tamaccio and is sequentially numbered to provide continuity. The recording is available around-the-clock by calling WATSON at 314-426-1011.

ALPA maintains an office in the STL airport terminal. It's located in room MTS-2267, on the lower level in the corridor behind the rental car counters between exits MT-14 and MT-15.

The office is open weekdays from 0800 to 1600. The telephone number is (314)-426-1789. The FAX number is (314)-426-7295.

The mailing address is:
Air Line Pilots Association,
P.O. Box 10277,
SAINT LOUIS, MISSOURI 63145

ALPA 000221

**HERE ARE SOME
IMPORTANT TELEPHONE
NUMBERS.**

YOUR Captain Rep:
Steve Rautenberg,
(636) 561-4884

YOUR F/O Rep:
Sally Young,
(636) 561-1621

YOUR Secretary/Treasurer:
Jim Arthur
(314) 422-9518

**MEC Safety Reporting Voice-Mail
System:**
(800) USE ALPA
(314) 770-8556

**ALPA Worldwide Safety & Accident
Investigation Hotline:**
(202) 797-4180
CALL COLLECT!

MEC Code-a-Phone:
(800) 253-7919

MEC Office:
(314) 770-8500

MEC FAX:
(314) 770-8510/8597

MEC Benefits Specialist
Mary Ulett (314) 770-8500

DAP Office:
(314) 739-7373

DAP NAV Update:
<http://resources.hewitt.com/4t>

wadap.
DAP Information:
(877) 4TWADAP

CCS Hotline:
(800) 388-7665

TWA Info Line:

(800) TWA-1976
Council 002 CDP:
(800) 253-7928
Council 004 CDP:
LAX & SFO: (800) 887-1821
TWA Flight Information:
(800) 893-5436
TWA Non-Rev VRU System:
(800) 449-3833

American Airlines Info Line:
(800) 222-2789

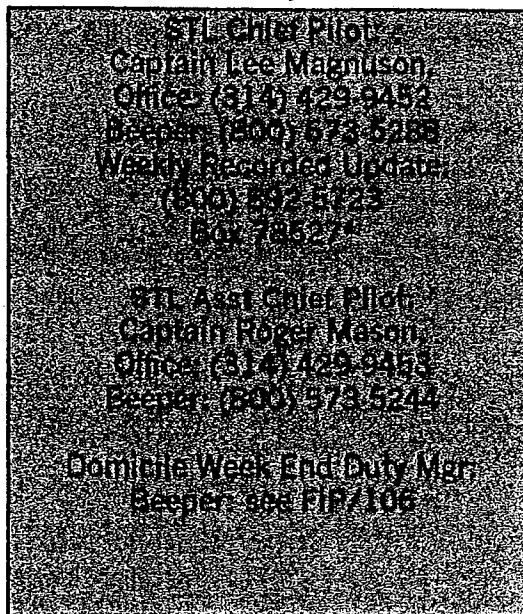


Exhibit W

TWA MEC Minutes



Written, edited and published by your TWA Master Executive Council, these minutes provide a record of the business conducted during the representative body's last meeting. This document is not a verbatim transcript of the meeting's reports, discussions and actions. Rather, it is a comprehensive summary of those events. For more information on the issues influencing TWA pilots' careers, consult the TWA MEC's other various communications.

SPECIAL MEETING DATE: April 23-24, 2001 St. Louis, Missouri

MASTER EXECUTIVE OFFICERS

Robert A. Pastore, Master Chairman
Scott A. Schwartz, Vice Chairman
Robert C. Stow, Sr., Secretary/Treasurer

EXHIBIT

D078

COUNCIL 2 - NY

Howard B. Hollander, Captain Rep.
David B Singer, First Officer Rep.
Theodore A. Case, Secretary/Treasurer

COUNCIL 4 - LAX/SFO

Pablo Lewin, Captain Rep.
Alan Altman, First Officer Rep.
Glenn Stieneke, Secretary/Treasurer

COUNCIL 3 - STL

Steven P. Rautenberg, Captain Rep.
Sally D. Young, First Officer Rep.
Jim Arthur, Secretary/Treasurer

Monday, April 23, 2001

1335 Master Chairman Bob Pastore called the meeting to order.

Secretary/Treasurer Bob Stow called the roll, members present or accounted for with the exception of Howard Hollander and Glenn Stieneke. Hollander proxy to Case. Stieneke was not present due prior family obligations.

Committee Members: Keith O'Leary, Ron Kiel, Cary Bouchard, John Swanson, Sean Clarke, John Hefley, Keith Holcomb, Mike Day, Steve Parrella, Rick Crocker, Bill Kientz, Kim Pearson, Vince Lombardi

Guests: On File MEC office

Steering Committee: Case, Rautenberg, Lewin

Sergeant at Arms: Ron Kiel

Announcements

Case read for the record the following statement written by Hollander to the Master Chairman:
"Due to personal reason, which we have spoken about last week, I am unfortunately unable to attend the TWA MEC Special Meeting on April 23-24. It is however my intent to attend the second day of the Special Meeting if at all possible. So that there is no confusion or misunderstanding, I have sent F/O Ted Case a valid proxy to vote on all issues in my place. We have spoken at length on all the published agenda items and he has a clear understanding on how the Council 002 pilots wish to be represented. I have asked F/O Ted Case to read this into the record at the start of the meeting and hand you this for your record."

PAGE - 1

Approved MEC Resolution #01-88

D-078

Page 1 of 12

ALPA 006467

Duane Woerth, President ALPA

Captain Duane Woerth briefed the MEC regarding the Delta's tentative agreement, the Comair strike, the legislative progress on the Age-60 rule and his presence at an APA Board meeting in Dallas. Captain Woerth discussed the current situation of the TWA pilots and stated the TWA MEC made one of the most difficult decisions any MEC could be faced with – waiving their scope protection. Captain Woerth stated the MEC's decision although tough, was the right decision and that he was extremely proud of the courage displayed by the TWA MEC.

At the conclusion of Captain Woerth's statements, there was a question and answer session with members of the MEC and pilots in attendance.

Questions and Answers

Case for the record stated that the TWA pilots have been loyal, dedicated ALPA members for more than 50 years. They have the distinct honor of holding ALPA post's, Council 2, Council 3 and Council 4. During fifty plus years as ALPA union members, the TWA ALPA pilots have contributed millions of dollars to the Association. Along with their monetary contributions, TWA ALPA pilots have also contributed countless hours of service within the Association furthering ALPA's Safety, Union, Political and Labor causes. He asked Captain Woerth if the TWA pilots had his commitment as the President of ALPA to use the full resources of the Association, including litigation if possible or necessary, against the APA, AMR, and TWA LLC to ensure that the TWA pilots were integrated into the American Airlines pilots seniority list, in a manner other than a staple job.

Captain Woerth responded if there were any basis for litigation, ALPA would do what was necessary to protect the pilots. ALPA would not leave any stone unturned to protect the TWA pilots.

1448 Presentation concluded.

1449 Recess

1505 Reconvened

Membership and Guest Hour

Dean Seward, Council #3: Addressed the MEC regarding his concerns that flying time was going away.

Questions and Answers

Dee J Glasby, Council #2: Addressed the MEC regarding a position on Merger Committee.

Questions and Answers

Russ Hazelton, Retired TWA Pilot: Addressed the MEC regarding retired pilots issues. Requested the MEC to continue their support of the retired pilots causes. ALPA cannot walk away from the retired pilots. He detailed his efforts to help both active and retired participants in the terminated A Plan.

Questions and Answers

John Fuerhmeyer, Council #3: Thanked the MEC for the great job they have been doing on behalf of the TWA pilots.

1524 Membership and Guest Hour concluded.

Pastore welcomed Jim Arthur, newly elected Council #3 Secretary/Treasurer, to the MEC and presented him with his pewter ALPA pin.

Master Chairman Report: Bob Pastore

Pastore gave brief overview of the work undertaken since he became chairman last August. Stressed that in seniority integration discussion with APA, all were professionals and should treat each other with the respect that each group deserves. Also stressed that unity among the TWA pilots was critical to moving forward. Pastore thanked the Merger Committee for all the work they have done. Concluding his report, Pastore announced that Scott Schwartz was stepping down as Vice Chairman and an election was scheduled during the second of the meeting.

1540 Report concluded.

Secretary/Treasurer Report: Bob Stow

Stow reported due to contractual changes under TWA LLC, ALPA would no longer have the 9000-hour flight pay loss bank. This translated into approximately a 40% reduction in funding for union work. He also updated the MEC on Merger Assessment delinquent payments. Only 13 members currently have not paid their Merger Assessment. In accordance with ALPA Constitution and Bylaws, Article VIII charges would be taken against those members. Stow said that a detailed update of expenses paid by the Merger Assessment would be posted on the TWA MEC website.

Questions and Answers

1545 AI#0104-77 Lewin/Rautenberg
Approval to Reimburse LEC Rep David Singer

Discussion

Resolution #01-66 by P. Lewin/S. Rautenberg

WHEREAS Council #2 F/O Representative David Singer tried to get to this meeting today by all possible means, and

WHEREAS there was no other opportunity but to purchase a full fare ticket on USAir, now

THEREFORE BE IT RESOLVED that the TWA MEC directs Secretary/Treasurer Bob Stow to reimburse Council #2 F/O Representative Singer for the ticket.

PASSED voice vote

1549 Reports concluded.

Merger Committee Report/Strategic Planning

Day updated the MEC regarding recent committee activities and meetings with the APA. He indicated that full support of all of ALPA would be necessary going forward. Day also addressed some administrative issues relating to Merger Committee work the MEC would need to address.

Questions and Answers

1601 Rautenberg/Singer moved to enter into Executive Session.

VOTE: **PASSED** unanimous voice vote.

1755 Rautenberg/Lewin moved to come out of Executive Session.

VOTE: **PASSED** unanimous voice vote.

1800 Recess

Tuesday, April 24, 2001

0900 Master Chairman Bob Pastore called the meeting to order.

Committee Members: Cary Bouchard, John Swanson, Mike Day, John Hefley

Guests: On File MEC office

0903 Altman/Lewin moved to enter back into Executive Session to conclude Merger Committee Report. Note: Stow called the roll during Executive Session, members present or accounted for with the exception of Hollander and Young. Hollander proxy to Case and Young called the office and reported she would be arriving in approximately 30 minutes.

0928 Young arrived at the meeting.

1000 Case (*Proxy for Hollander*)/Altman moved to come out of Executive Session.

VOTE: **PASSED** unanimous voice vote.

1004 Recess

Pastore briefed the MEC regarding phone conversation with Captain Duane Woerth.

1012 Stow called the roll, members present or accounted for.

Stow updated the MEC regarding various advisors fees.

1015 Case, for the record, stated that he was in receipt of a mailing from T. O. Richardson Company. He didn't know how they got his address or knew that he was a TWA pilot. Also, didn't know how this company knew the details concerning the DAP and its termination. T. O. Richardson had informed him that two active TWA pilots were in their employment. One was currently a high-ranking ALPA Union official; the other was a former high-ranking ALPA union official.

Grievance Committee Report: Sean Clarke

Clarke updated the MEC regarding recent committee activities. Discussed the five pilots who were not offered employment by American Airlines under the TWA LLC. He indicated that AMR could make a decision on these five individuals later this week. He added that ALPA would continue to support these pilots. Clark announced that Jim Arthur was stepping down as Grievance Committee Vice Chairman due to his recent election on the MEC. He recommended Buzz Erickson as his replacement.

Pastore appointed Arthur (Buzz) Erickson.

1017 Lewin/Rautenberg moved that the TWA MEC approve the appointment of Arthur (Buzz) Erickson as Vice Chairman of the Grievance Committee.

VOTE: **PASSED** unanimous voice vote.

Questions and Answers

1034 Report concluded.

Negotiating Committee Report: Ron Kiel and Cary Bouchard

Bouchard briefed the MEC regarding his conversation with Rick Cannon on displacements. Kiel discussed issues relating to the agreement with TWA Airlines LLC. He stated that all documents comprising the agreement had been posted on the MEC website earlier this month.

Stow requested that the Negotiating Committee report be interrupted and continue after the DAP/401K Report.

1051 DAP/401k Report: Marty Zygmund (via teleconference)

Zygmund updated the MEC regarding events that occurred since last MEC meeting. Discussed meeting with Community America Credit Union regarding outstanding loans and possible source for the loans and Plan sponsor. They were receptive to being Plan sponsor and would be contacting their legal advisors. Discussed meeting with TWA Benefits as well to discuss possible change in the Plan sponsor.

Zygmund highlighted the Plan under Community America. The Credit Union has done due diligence and he was anticipating a letter of intent in the near future.

1054 Hollander arrived at the meeting.

Questions and Answers

1109 Report concluded.

Negotiating Committee Report (continued)

Kiel discussed the training program differences between TWA and AMR and briefly discussed benefit transition issues. Hoped to have remaining unanswered benefit questions resolved later in the week. TWA Benefits Specialist Mary Ulett stated Larry Cleveland was hoping to have these answers by the end of the week. Class 9 passes were still an ongoing issue and the committee was waiting to hear from Labor Relations.

Questions And Answers

1131 Report concluded.

Schedule Committee Report: Gary Tritt (via teleconference)

Tritt updated the MEC on schedule and equipment changes that had occurred recently and reminded the MEC that pilots would be more than likely be subject to balancing due to these changes. Updated the MEC regarding satellites, AMR satellites were different from TWA. Satellites would continue under LLC because of their cost savings but anticipated them going away as the integration of the operation was closer to completion.

Questions and Answers

1144 Report concluded.

1145 Recess

1150 STL Airport Expansion Committee: Bud Bensel (via teleconference)

Bensel spoke to the MEC about the status of Air Traffic control upgrades in St. Louis. He reported the progress continues and a meeting on the issue with ALPA National Safety representatives would be held in May.

Questions and Answers

1214 Report concluded.

1215 Recess

1300 Stow called the roll, all members present or accounted for.

Membership & Guest Hour

Bill Kientz, Council #3: Addressed the MEC regarding his willingness to serve a MEC Vice Chairman. Discussed his background and prior ALPA experience.

Questions and Answers

Keith O'Leary, Council #3: Addressed the MEC regarding his willingness to serve a MEC Vice Chairman. Discussed his background and prior ALPA experience.

Questions and Answers

1315 Membership & Guest Hour concluded.

Non-Payment of Merger Assessment/Article VIII Charges: Don Knight

Knight updated the MEC regarding progress of collecting delinquent assessment payments. Discussed the procedure of filing Article VIII charges against pilots who have not paid their assessment and gave overview of the hearing that would be held to hear the charges.

Questions and Answers

The MEC agreed that the pilots who retired in January pay the full \$300.00. They also agreed to file charges in small claims court for those pilots who were now employed by non-ALPA carriers and had not paid their assessment.

1349 Report concluded.

Steering Committee Report

1359 Lewin/Rautenberg moved to accept AI#0104-78, AI#0104-79 and AI#0104-80 as late agenda items.
VOTE: PASSED unanimous voice vote.

Lewin/Singer moved to enter into Executive Session.

VOTE: **PASSED** voice vote.

RESOLUTION #01-67 WAS PASSED IN EXECUTIVE SESSION, NOT FOR DISTRIBUTION

1400 Lewin/Singer moved to come out of Executive Session.

VOTE: **PASSED** voice vote.

1401 MEC Caucus

1551 Election – MEC Vice Chairman

Singer/Hollander moved to open the floor for nominations.

VOTE: **PASSED** unanimous voice vote.

Young nominated Bill Kientz

Hollander nominated Keith O'Leary

Singer/Altman moved to close the floor for nominations.

VOTE: **PASSED** unanimous voice vote.

Ballot Certification Committee: Don Knight, Cary Bouchard

1558 O'Leary was elected Vice Chairman

Pastore announced that Ed Johns was willing to serve on the Merger Committee. MEC questioned whether or not Ed Johns had the time to devote to the committee. Pastore stated that Ed Johns would have the time necessary to devote to the committee.

1604 Young/Hollander moved to RECONSIDER the election of the Vice Chairman.

Discussion

Lewin requested a ruling from ALPA National.

Stow reported that per Clay Warner, ALPA Legal, the motion was out of order.

Motion was withdrawn.

1607 Young requested MEC Caucus

1625 Rautenberg/Singer moved to extend the meeting 15 minutes.

VOTE: **PASSED** unanimous voice vote.

Merger Committee Member Election

Lewin/Hollander moved to open the floor for nominations.

VOTE: **PASSED** unanimous voice vote.

Hollander nominated Ed Johns

Altman nominated Dee J. Glasby

Singer/Lewin moved to close the floor for nominations
VOTE: **PASSED** unanimous voice vote.

Glasby was elected (Lewin requested recorded vote).

FOR Glasby:

Hollander, Council #2

Singer, Council #2

Rautenberg, Council #3

Young, Council #3

Altman, Council #4

FOR Johns:

Lewin, Council #4

1635 AI#0104-78 Lewin/Altman

SUBJECT: Approval of request(s) for Council affiliation transfers.

Resolution #01-68 by P. Lewin/A. Altman

WHEREAS the following pilots have requested their council affiliation be changed and/or frozen and,

WHEREAS the pilots' eligibility has been verified by the ALPA Membership department, now

THEREFORE BE IT RESOLVED that the following pilots have their council affiliation changed and/or frozen as indicated in accordance with Article III, Sect. 10(a) of the ALPA Constitution and By- Laws and the TWA MEC Policy Manual Section VII para 17:

<u>Name</u>	<u>ALPA #</u>	<u>From</u>	<u>To</u>	<u>State</u>
Rights, Theresa	1197235	3	4	CA

PASSED recorded vote
(Lewin requested recorded vote)

FOR:

Singer, Council #2
Rautenberg, Council #2
Lewin, Council #4
Altman, Council #4

AGAINST:

Hollander, Council #2
Young, Council #3

1640 AI#0104-79 Rautenberg/Altman

SUBJECT: Level of Support for Retired Pilots.

Discussion

Resolution #01-69 by S. Rautenberg/A. Altman

BE IT RESOLVED the TWA MEC directs the TWA MEC Chairman to submit the attached resolution as an agenda item for the next regularly scheduled ALPA Executive Board meeting.

WHEREAS most pilots retire from their respective airlines, and

WHEREAS once retired ALPA cannot, under its Charter, represent a retired pilot, now

THEREFORE BE IT RESOLVED that the ALPA Executive Board determines what level of support is to be afforded retired pilots.

PASSED voice vote

1640 AI#0104-80 Hollander/Singer

SUBJECT: Amend MEC Policy Manual, Section XXVI, Strategic Planning Committee.

WHEREAS The TWA MEC has passed a resolution establishing a Strategic Planning Committee and

WHEREAS the TWA MEC now wishes to establish policy for the authority, objectives and staffing of the Strategic Planning Committee, now

THEREFORE BE IT RESOLVED the TWA MEC Policy Manual Section XXVI. H. be changed to read as follows:

"H. **STRATEGIC PLANNING COMMITTEE**

1. **AUTHORITY**

a) The TWA MEC shall have a continuing committee to carry-out the following objectives:

- (1) In coordination with the MEC Officers, to interface with and lobby the ALPA National Officers, the members of the ALPA Executive Council and the members of the ALPA Executive Board to insure the utmost strategic and financial support to the TWA pilots.
- (2) To participate in a regular conference call on at least two days each week (unless the MEC is in session during a given week, then the conference call schedule shall be amended by the Master Chairman). The conference call will be conducted by an MEC Officer, or the Chairman of the Strategic Planning Committee if an MEC Officer is not available. The conference call is to insure up to date communications between TWA MEC Officers, committee chairmen (including, but not limited to the following as needed: Negotiating Committee Chairman, Merger Committee Chairman, Government Affairs Chairman, Grievance Committee Chairman and Communications Committee Chairman) and MEC Advisors on issues concerning the integration of the TWA LLC operations and pilot seniority integration. The MEC members shall be informed of these conferences and shall be informed of these conferences and shall have the right to ask questions of the participants at the conclusion of each conference.
- (3) In conjunction with strategic plans adapted by the MEC, to co-ordinate with the TWA MEC officers and the TWA MEC members, when in session, to develop strategic planning initiatives on the whole range to issues facing the TWA pilots.

- (4) To carry out other strategic initiatives when specifically tasked by the TWA MEC Master Chairman or the TWA MEC, by resolution.
- 2. Personnel
 - a) Strategic Planning Committee Chairman
 - (1) The Chairman shall be appointed by the TWA Master Chairman and approved by the TWA MEC in accordance with Section VIII.B of this TWA MEC Policy Manual.
 - (2) Qualifications:
 - (a) Shall be knowledgeable in all areas of committee activities.
 - (b) Shall be a member of TWA ALPA in good standing.
 - b) Strategic Planning Committee Members
 - (1) The Chairman of the Strategic Planning Committee may appoint up to three committee members who shall all be TWA ALPA members in good standing.

Discussion

Altman/Rautenberg moved to **POSTPONE** until next MEC meeting.

VOTE: **PASSED** unanimous voice vote.

1643 Lewin/Rautenberg moved to **ACCEPT** AI#0104-81 and #0104-82 as late agenda items.

VOTE: **PASSED** unanimous voice vote.

1645 Hollander left the meeting (*Proxy to Case*).

AI#0104-82 Singer/Case (Proxy for Hollander)

SUBJECT: U.S. Bankruptcy Code changes.

Discussion

Resolution #01-70 by D. Singer/T. Case (Proxy for H. Hollander)

BE IT RESOLVED the TWA MEC directs the TWA MEC Chairman to submit the attached resolution as an agenda item for the next regularly scheduled ALPA Executive Board meeting.

WHEREAS it has been one of the primary tenets of ALPA to insure the integrity of each and every pilot groups' Collective Bargaining Agreement, and

WHEREAS in the past the tactic of utilizing the U.S. Bankruptcy Code to circumvent traditional labor laws and unilaterally abrogate proper agreements was engaged by Francisco Lorenzo and others, and

WHEREAS ALPA lobbied effectively to demonstrate that the anti-labor behavior and practice was so egregious and potentially devastating to collective bargaining agreements, and

WHEREAS ALPA sought and achieved appropriate legislative changes so as to no longer permit such unilateral changes without due process and a proper hearing and arguments of cause in the applicable Bankruptcy Court, and

WHEREAS in today's legal environment, the TWA pilots along with tens of thousands of other ALPA and non-ALPA pilots have relied upon the hard-fought language of their Scope and Successor clauses, and

WHEREAS the TWA pilots received a great deal of protection from those past changes to the Bankruptcy Code, they nevertheless were forced, under the provisions of Section 1113 of the U.S. Bankruptcy Code, to abandon the primary protection of the Scope Clause section of the Collective Bargaining Agreement in order to avoid Chapter 7 liquidation of their carrier and affect the transition to TWA LLC, and

WHEREAS it is conceivable that any carrier could utilize such tactics while operating and seeking shelter under the protection of Chapter 11 of the U.S. Bankruptcy Code, and

WHEREAS the sanctity of every pilots' Collective Bargaining Agreement is of paramount importance and concern to ALPA, now

THEREFORE BE IT RESOLVED that ALPA shall adopt, as one of our highest legislative priorities, the goal of bringing the appropriate changes to the U.S. Bankruptcy Code to provide specific protections and legal immunity for seniority, employment and Scope and Successor clauses that contractually provide for the specific protections of seniority and fair and equitable merger integration.

PASSED unanimously voice vote

AI#0104-81 by Singer/Case (Proxy for Hollander)

SUBJECT: ALPA National Support

Discussion

Resolution #01-71 by D. Singer/T. Case (Proxy for H. Hollander)

BE IT RESOLVED the TWA MEC directs the TWA MEC Chairman to submit the attached resolution as an agenda item for the next regularly scheduled ALPA Executive Board meeting.

WHEREAS the TWA pilots have faced incredible challenges for more than a decade and a half, living through three changes in corporate ownership, a corporate raider and three bankruptcies, and;

WHEREAS the TWA pilots have been loyal members of ALPA from ALPA's inception, currently representing Councils Two, Three and Four, and;

WHEREAS the TWA pilots have contributed millions of dollars into the MCF to support their brother and sisters and to protect the piloting profession, and;

WHEREAS the TWA pilots are now facing extraordinary expenses in their current merger with American Airlines, which occurred, without precedent, during a Chapter 11 proceeding, and;

WHEREAS the TWA pilots have also been forced to abandon the primary protection of the Scope Clause section of their Collective Bargaining Agreement in order to avoid Chapter 7 liquidation of their carrier and affect the transition to TWA LLC, and;

WHEREAS the TWA MEC has enormous obstacles remaining before them in order to protect their loyal ALPA members and affect a successful transition to American Airlines, obstacles including ongoing negotiations, the continuing need for Bankruptcy counsel, extraordinary communications needs both

internally and externally, a yet to be defined merger integration process, the need for Merger counsel and Pension plan termination litigation, and;

WHEREAS the long-term goal of ALPA of "one Union for all pilots" could be realized with the return of the pilots of American Airlines and the best ambassadors to lead that charge would be the post-merger TWA pilots who truly appreciated the value of having proper support both morally and financially of a National Union, and;

WHEREAS the plethora of problems before the TWA MEC are only compounded by a dramatic reduction in available funding, coupled with enormous expenses to properly represent their constituents, including the loss of previously contractually provided Flight Pay Loss of over one million dollars (\$1,000,000) annually, and;

WHEREAS the future of U.S. airline consolidation will be clearly affected by the outcome of the current acquisition of TWA by American Airlines and thus the very future of our profession and our careers would be impacted by a negative outcome, now

THEREFORE BE IT RESOLVED that the Executive Board pledges the full moral and financial support of the Association to enable the TWA MEC to properly represent the TWA pilots through this crisis and to properly complete the tasks before them.

PASSED unanimously voice vote

1648 Lewin/Altman moved to adjourn.

VOTE: **PASSED** unanimous voice vote.

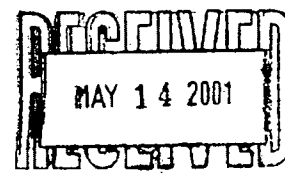
1650 All business concluded; the meeting was adjourned.



Robert C. Stow, Sr.
TWA MEC Secretary/Treasurer

Exhibit X

BAPTISTE & WILDER, P.C.
ATTORNEYS AT LAW
1150 CONNECTICUT AVENUE, N.W., SUITE 500
WASHINGTON, D.C. 20036
(202) 223-0723



ROLAND P. WILDER, JR.

May 9, 2001

FACSIMILE (202) 223-9677
E-MAIL BapWild@aol.com

Capt. Robert A. Pastore
TWA Master Executive Council
500 Northwest Plaza
Suite 1200
St. Ann, MO 63074

*Paid
5/8/01*

Re: File No. 00-513

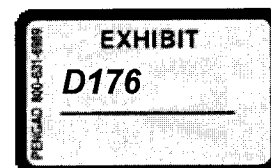
Dear Capt. Pastore:

Enclosed please find this firm's statement reflecting services rendered and expenses incurred in serving as outside counsel for the TWA MEC for the period of April 1, 2001 through April 30, 2001.

Should you have any questions about the foregoing or any aspect of our representation, please do not hesitate to call me.

Very truly yours,

BAPTISTE & WILDER, P.C.



By:

Roland P. Wilder, Jr.
Roland P. Wilder, Jr.

RPW,Jr:beu

Enclosure

BAPTISTE & WILDER, P.C.
 1150 Connecticut Avenue, N.W.
 Suite 500
 Washington DC 20036
 FEDERAL I.D. NO.: 52-1422718

May 9, 2001

TWA Master Executive Council
 500 Northwest Plaza
 Suite 1200
 St. Ann MO 63074
 Robert A. Pastore, Chairman

IN REFERENCE TO: File No. 00-513
 INVOICE NO.: 14784

FOR LEGAL SERVICES RENDERED:

		<u>Hours</u>	<u>Amount</u>
4/1/01	RPW Meeting with D. Holtzman, M. Glanzer; review documents; outline presentation; attend MEC meeting	7.50	1,875.00
4/2/01	RPW Phone conference with J. Hefley, C. Warner, WRW; respond to messages	1.60	400.00
	WRW Review collective bargaining agreement; review documents; phone conference with RPW	0.70	136.50
4/3/01	RPW Phone conference with Clay Warner; respond to messages	0.80	200.00
	WRW Phone conference with RPW; review letter to White	0.40	78.00
4/4/01	RPW Conference with WRW, JPB re: integration anlysis of financially troubled carrier; research; phone conference with D. Holtzman and M. Day; review documents	6.20	1,550.00
	JPB Conference with RPW re: seniority integration memorandum; review seniority integration decisions and DOT information	1.50	262.50

TWA Master Executive Council

Page 2

			<u>Hours</u>	<u>Amount</u>
4/4/01	WRW	Conference with RPW	0.40	78.00
4/5/01	RPW	Legal research; review documents; conference with M. Day, S. Tremblin, J. Swanson; meet with MEC; draft letter	8.90	2,225.00
	JPB	Legal research re: American website; review notes of integration decisions	0.50	87.50
	JPB	Prepare memorandum on seniority integration of financially troubled carriers	2.00	350.00
	WRW	Conference with RPW	0.50	97.50
4/6/01	RPW	Review documents; phone conference with M. Tannen; respond to messages	6.90	1,725.00
	JPB	Prepare and revise seniority integration memorandum	2.00	350.00
4/9/01	RPW	Respond to messages; phone conference with M. Day, M. Tannen; review expert statements; phone conference with D. Holtzman; review draft memorandum	3.10	775.00
	JPB	Revise seniority integration memorandum; conference with RPW re: revisions	1.50	262.50
4/10/01	RPW	Phone conference with M. Day, M. Tannen; review and revise memorandum; research; respond to messages; conference with JPB	5.40	1,350.00
	JPB	Revise memorandum; conference with RPW	1.25	218.75
4/11/01	RPW	Review documents; respond to messages; conference with JPB; research; review and revise memorandum; planning analysis	7.20	1,800.00
	JPB	Conference with RPW; review FedEx/Flying Tigers opinion and award; revise memorandum	2.00	350.00
4/12/01	RPW	Review and revise memorandum; draft correspondence; phone conference with M. Tannen; phone conference with Merger Committee; research; review TWA LLC memorandum	5.50	1,375.00
	JPB	Revise memorandum and add FedEx/Flying Tigers analysis	1.25	218.75
4/13/01	RPW	Finalize memorandum; conference with JPB; review correspondence; reply to messages; conference with WRW	2.90	725.00

TWA Master Executive Council

Page 3

		<u>Hours</u>	<u>Amount</u>
4/13/01	JPB Final revisions; send memorandum	1.00	175.00
	WRW Conference with RPW; review documents	0.40	78.00
4/16/01	RPW Phone conference with MEC; respond to messages; phone conference with M. Tannen	1.90	475.00
	WRW Review integration decision; conference with RPW	0.50	97.50
4/17/01	RPW Phone conference with R. Pastore; respond to messages; review documents	0.90	225.00
4/18/01	RPW Meeting with Merger Committee; review documents	2.70	675.00
4/19/01	RPW Attend AA/TWA Committee discussions; telephone conference with MEC; meet with Merger Committee; draft correspondence	10.70	2,675.00
4/20/01	RPW Phone conference with M. Day, M. Tannen; review documents	3.90	975.00
4/23/01	RPW Attend MEC meetings; draft; review and revise letters; strategy session	11.10	2,775.00
4/24/01	RPW Attend MEC and Merger Committee meetings; draft facilitator protocol	9.00	2,250.00
	WRW Review documents	0.90	175.50
4/25/01	RPW Phone conference with M. Day; complete agreement; phone conference with W. Kennedy	1.75	437.50
4/26/01	RPW Phone conference with M. Day; review documents; complete LOA	3.40	850.00
4/27/01	RPW Phone conference with D. Holtzman; review documents; phone conference with J. Brundage; respond to messages	3.50	875.00
4/30/01	RPW Review strategic action plan; suggest additional items; phone conference with O'Leary; draft memorandum to MEC; respond to messages	4.10	1,025.00

LEGAL SERVICES:

125.75 \$30,253.50

FOR EXPENSES AND COSTS ADVANCED:

4/1/01- Travel/Airfare (One-half of Full Fare)	601.63	A
- Taxicab Fares	12.00	A
- March Lexis/Nexis Research Fees	68.32	B

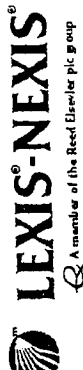
TWA Master Executive Council

Page 4

Amount

4/1/01- March Lexis/Nexis Research Fees	161.77 B
4/5/01- Travel/Train	174.00 C
- Travel/Meal	8.50 $\mu\mu$
- Taxicab Fare	8.00 $\mu\mu$
4/11/01- U.P.S. Fees	14.50 D
4/13/01- U.P.S. Fees	14.50 E
4/16/01- Postage	1.60 $\mu\mu$
4/19/01- Travel/ Airfare	1,419.00 F
- Travel/Hotel	7.65 G
- Taxicab Fares/Tips	47.70 H
4/24/01- Travel/ Airfare	1,531.50 I
- Taxicab Fares	38.25 J
4/29/01- Document Reproduction	18.58 K
4/30/01- In-House Photocopying	46.50 L
- Facsimile	2.50 IH
- L.D. Telephone	125.95 M
EXPENSES AND COSTS:	\$4,302.45
TOTAL AMOUNT OF THIS BILL:	\$34,555.95
PREVIOUS BALANCE:	\$63,955.91
4/18/01- PAYMENT - THANK YOU	(\$63,955.91)
BALANCE DUE:	\$34,555.95

4991 80A



ACCOUNT NUMBER
10396H

INVOICE NO.	INVOICE DATE
0103025243	31-MAR-01

BILLING PERIOD 01-MAR-01 - 31-MAR-01

INVOICE TO:
BAPTISTE & WILDER PC
WASHINGTON, DC 20036-4194

ITEMIZATION OF LEXIS-NEXIS ONLINE CHARGES ACCOUNT SUMMARY BY CLIENT

GROSS AMOUNT	CONTRACT USE ADJUSTMENT	NET AMOUNT	TRANSACTIONAL USE		TOTAL BEFORE TAX	TAX	TOTAL CHARGES
			OVER THE CAP	OUTSIDE CONTRACT			

CLIENT

\$759.55	(\$694.93)	\$64.62	-	-	\$64.62	\$3.70	\$68.32
-	-	\$0.00	-	\$21.94	\$21.94	\$1.24	\$1.24
-	-	\$0.00	-	\$26.18	\$26.18	\$1.51	\$1.51
\$2,068.86	(\$1,883.13)	\$185.73	-	\$253.61	\$439.34	\$25.31	\$464.65
\$918.69	(\$843.69)	\$75.00	-	-	\$75.00	\$4.30	\$79.30
\$273.98	(\$249.71)	\$24.27	-	-	\$24.27	\$1.40	\$25.67
\$1,401.13	(\$1,289.69)	\$111.44	-	\$0.24	\$111.68	\$6.44	\$118.12
\$173.88	(\$158.38)	\$15.50	-	-	\$15.50	\$0.89	\$16.39
\$267.65	(\$241.90)	\$25.75	-	-	\$25.75	\$1.51	\$27.26

D-TWA MERGER

D-176

Page 7 of 20

01-513
01-513 ARBITRATION AND 1113
01-513 1113 AND GRIEVANCES

ALPA 050424

\$10,422.08	(\$9,512.08)	\$910.00	\$0.00	\$/44.49	\$1,854.49	\$95.15	\$1,949.64
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ACCOUNT TOTAL:

5

Fare Display Screen

Page 1 of 1

AMTRAK HOME



Schedules & Fares

Reservations & Tickets

One-way Adult Coach Fare: \$91.00

Washington-Union Station (DC) to Wilmington (DE) on Wednesday (5/9/01)

2170	Washington-Union Station, DC	Wilmington, DE	5/9/01 3:00PM	5/9/01 4:14PM
	<i>Business Class Seat</i>			

***This fare is subject to a cancellation and exchange fee. For details on Amtrak's cancellation and exchange policy, [click here](#).

Please be aware that Amtrak fares are subject to change without notice. It is possible that the only seat left at this fare is currently being booked by another customer. **In addition, this train may sell out and tickets may be unavailable at the time you choose to book.** For information on your departure and arrival station, click on the underlined station name listed above.

If you wish to make reservations, [click here](#) to log into our system (you may also call 1-800-USA-RAIL).



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C

Fare Display Screen

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AMTRAK HOME



Schedules & Fares

Reservations & Tickets

One-way Adult Coach Fare: \$83.00

Wilmington (DE) to Washington-Union Station (DC) on Wednesday (5/9/01)

125	Wilmington, DE	Washington-Union Station, DC	5/9/01 7:32PM	5/9/01 8:59PM
	Full Fare Coach Seat			

****This fare is subject to a cancellation and exchange fee. For details on Amtrak's cancellation and exchange policy, click here.**

Please be aware that Amtrak fares are subject to change without notice. It is possible that the only seat left at this fare is currently being booked by another customer. **In addition, this train may sell out and tickets may be unavailable at the time you choose to book.** For information on your departure and arrival station, click on the underlined station name listed above.

If you wish to make reservations, click here to log into our system (you may also call 1-800-USA-RAIL).



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UPS OnLine WorldShip 3.0.9 winspool 1280

Baptiste & Wilder, P.C.
DAILY SHIPMENT DETAIL REPORT
 04/11/01 04:14 PM

Pickup Date: 04/11/01
 Pickup Record No.: 1131888 06 1

UPS Account No.: 29745
 Sorted By: Order of Shipmen

Name/Address	Shipment Detail	Options	Reference Rate Charges
Ship To: Mr. David C. Holtzman Mr. David C. Holtzman TWA Master Executive Council Suite 1200 500 Northwest Plaza SAINT ANN MO 63074	Service Type: UPS NEXT DAY AIR Total Packages: 1 Hundredweight: No Billable Wt.: LTR Billing Option: Prepaid Package Ref No.1: 01-578	Shipment Service Charge:	\$ 14.50
	Tracking No.: 1Z2974580142703833 Package Type: UPS Letter Trx Ref No.: 01-578	Package Service Charge: Shipper Amt: UPS Total Charge:	\$ 14.50 \$ 14.50 \$ 14.50

Summary Totals:

Shipment Option	Shpts	Pkgs	Ref Charges
Package Option		Pkgs	Ref Charges

Billing Option	Shpts	Pkgs	Ref Charges
Prepaid	1	1	\$ 14.50
TOTAL CHARGES			\$ 14.50

1 Shipment(s)
 1 Package(s)

Page 1

UPS OnLine WorldShip 3.0.9 winspool 1290

Baptiste & Wilder, P.C.
DAILY SHIPMENT DETAIL REPORT
 04/13/01 08:47 PM

Pickup Date: 04/13/01
 Pickup Record No.: 1131859 08 3

UPS Account No.: 297461
 Sorted By: Order of Shipment

Name/Address	Shipment Detail	Options	Reference Rate Charges
Ship To: Capt. Michael Day Capt. Michael Day TWA Master Executive Council Suite 1200 500 Northwest Plaza SAINT ANN MO 63074	Service Type: UPS NEXT DAY AIR Total Packages: 1 Hundredweight: No Billable Wt.: LTR Billing Option: Prepaid Package Ref No.: 00-513	Shipment Service Charge:	\$ 14.50
	Tracking No.: 1Z2974580142309173 Package Type: UPS Letter Trx Ref No.: 00-513	Package Service Charge: Shipper Amt: UPS Total Charge:	\$ 14.50 \$ 14.50 \$ 14.50

Summary Totals:

Shipment Option	Shpts	Pkgs	Ref Charges	Billing Option	Shpts	Pkgs	Ref Charges
Package Option		Pkgs	Ref Charges	Prepaid	1	1	\$ 14.50
				TOTAL CHARGES			\$ 14.50
				1 Shipment(s)			
				1 Package(s)			

ALPA 050428

E

FOR: WILDER/ROLAND

18 APR 01 - WEDNESDAY

AIR TRANS WORLD AIRLINES FLT:323
 LV WASHINGTON REAGAN
 DEPART: TERMINAL A
 AR ST LOUIS INTL
 ARRIVE: MAIN TERMINAL
 WILDER/ROLAND SEAT-23D

ECONOMY
440P

656P

SNACK

EQP: MD-80

02HR 26MIN

NON-STOP

REF: 225394

19 APR 01 - THURSDAY

AIR TRANS WORLD AIRLINES FLT:10
 LV ST LOUIS INTL
 DEPART: MAIN TERMINAL
 AR WASHINGTON REAGAN
 ARRIVE: TERMINAL A
 WILDER/ROLAND SEAT-15A

ECONOMY
656P

1200P

SNACK

EQP: BOEING 757

02HR 04MIN

NON-STOP

REF: 225394

EARLIER TWA FLIGHT 30 DEPARTS AT 359PM-ARRIVES 7P
 NO AISLE SEAT AVAILABLE

HCU

XD8130125613

BILLED TO AX378202259866508

22.00

AIR TICKET TW7168779482

WILDER ROLAND

BILLED TO AX378202259866508

1,397.50

SUB TOTAL

1,419.50

NET CC BILLING

1,419.50

TOTAL AMOUNT DUE

0.00

THANKS FOR CHOOSING ESPRIT RAINBOW TRAVEL
 PHOTO ID REQUIRED FOR ADULTS AT DOMESTIC FLT CHECKIN.
 REQUIRED CHECKIN TIME: 1HR-DOMESTIC, 2HRS-INTERNATIONAL
 AFTER HOURS EMERGENCY SERVICE 1-888-459-7700

KOP W

0067

01 8212 3042
 PASSENGER TICKET AND BAGGAGE CHECK
 SUBJECT TO CONDITIONS OF CONTRACT
 ISSUED BY

ARC 12APR01

PASSENGER RECEIPT 1 051

TRANS WORLD AIRLINES

CARRIER NO. 0011/LV20 *67/A67

ISS. AGT. ID. / PLACE OF ISSUE
 US
 NAME OF PASSENGER (NOT TRANSFERABLE)
 ESPRIT RAINBOW TRV
 WILDER/ROLAND

/ BETHESDA

NO

FARE BASIS

TOUR CODE

ISS. OFF. CODE

21793505

FROM
 TO

CARRIER/FLIGHT

CLASS/DATE

TIME

RES.

INVALID BEFORE

INVALID AFTER

ENDORSEMENTS/RESTRICTIONS
 NOT VALID FOR
 TRANSPORTATION

REVALIDATION
 RETAIN THIS RECEIPT
 THROUGHOUT YOUR JOURNEY

ORIGINAL ISSUE

ISSUED IN EXCHANGE FOR

PNR CODE

U02N3U/AA

CONF. TKT. NO.

FARE CALCULATION

WAS TW STL Q18.60 688.37Y25AP3 TW WAS Q18.60 563.72BAP7 1289.29 END ZPDCASTL XFDCAS3T
 L3

FARE
 USD 1289.29

TAX/FEE CHARGE

96.71

TAX/FEE CHARGE

5.50

TAX/FEE CHARGE

6.00

TOTAL

USD 1397.50

ECON. FARE PAID

FORM OF PAYMENT

PCS CK WT. UNCK WT.

AX378202259866508*1207/ 148888

PCS CK WT. UNCK WT.

STOCK CONTROL NUMBER TX

DOCUMENT NUMBER

88922625013165

0 015 7168779482 1

014100

0044425

DCA

QSTL TW 323

Y 18APR Y25AP3

DCA TW 10

8 19APR 8AP7

NOT VALID FOR TRAVEL

015 7168779482 1

D-176

Page 12 of 20

ALPA 050429

F

Date 04/19/01

Time 11:43

Page 1

Acct# 005005-00

Room# 215



Rate Code

Group ALP

Room Type TDEN

Room Rate .00

WILDER, ROLAND

Airport / Riverport

13735 Riverport Drive

St. Louis, MO 63043

Telephone: (314) 298-3400

Fax: (314) 298-9646

Arrive APR 18 01 19:10

Depart APR 19 01 11:43 CP

ALP

500 NORTHWEST PLAZA

SAINT ANN

MO

63074

Payment AX 37820225986XXXX

Exp: 12/02

Date	Description	Reference	Room	Charges	Credits
APR 18	ROOM CHARGE			.00	
APR 19	RIVERPORT CHARGE	* Charge to Room *		7.65	
APR 19	AMERICAN EXPRESS	CHECKED-OUT			7.65

Balance Due:

.00

This hotel independently owned by HIAR Holdings LLC and operated by Hospitality Management Associates. I agree that my liability for this bill is not waived.

Authorized Signature: _____

TAXI CAB RECEIPT



Date 8/18/01

CAB FARE FROM: CONXMAN

TO: ARL 027

NO. OF PASSENGERS: 1 TOTAL FARE: \$16.00

CAB CO. & NO.: 38 DRIVER: [Signature]

 **ALL STAR TOWING & RECOVERY, INC.** 
7 Days a Week
Local & long Distance - Junk Cars Towed **FREE** - 24 Hours Radio Dispatched
2405 22nd Street, N.E. - Washington, DC 20018 - (202) 832-2717



Taxi Cab Receipts

DATE: 08-19-01 TIME: 10:24 PM

TRIP ORIGIN: _____

DESTINATION: _____

FARE: \$ 14.00 SIGNATURE: [Signature]

INDEPENDENCE EXP
CAB. #. 1508.
04-10-01 FR 0000
START END MILES
16:25 16:36 6.9
FARE : \$ 16.70
TOTAL : \$ 16.70

H



Esprit Rainbow Travel LLP

7706 Woodmont Avenue • Bethesda MD 20814-6004
 Phones: 301-656-4060 • 800-767-4061 • Fax: 301-656-2452
 www.espritrainbow.com



Personalized service in the automated world

SALES PERSON: 67
 CUSTOMER NBR: 014100

ITINERARY/INVOICE NO. 0044728
 TOLLGF

DATE: 20 APR 01
 PAGE: 01

TO: BAPTISTE AND WILDER
 1150 CONNECTICUT AVE NW
 SUITE 500
 WASHINGTON DC 20036

FOR: WILDER/ROLAND

23 APR 01 - MONDAY

AIR TRANS WORLD AIRLINES FLT:123 ECONOMY
 LV WASHINGTON REAGAN 910A
 DEPART: TERMINAL A
 AR ST LOUIS INTL 1034A
 ARRIVE: MAIN TERMINAL
 SEAT ASSIGNED UPON AIRPORT CHECK-IN

SNACK
 EOP: MD-80
 02HR 24MIN
 NON-STOP
 REF: 23PRAB

24 APR 01 - TUESDAY

AIR TRANS WORLD AIRLINES FLT:10 ECONOMY
 LV ST LOUIS INTL 656P
 DEPART: MAIN TERMINAL
 AR WASHINGTON REAGAN 1000P
 ARRIVE: TERMINAL A
 WILDER/ROLAND SEAT-12D

SNACK
 EOP: BOEING 757
 02HR 04MIN
 NON-STOP
 REF: 23PRAB

MCO

XD8130642147

BILLED TO AX378202259866008

22.00

AIR TICKET TW7176539020
 ELEC TKT

WILDER ROLAND
 BILLED TO AX378202259866008

1,531.50

SUB TOTAL
 NET CC BILLING

1,553.50
 1,553.50

TOTAL AMOUNT DUE

0.00

THANKS FOR CHOOSING ESPRIT RAINBOW TRAVEL

01 8212 3042
 PASSENGER TICKET AND BAGGAGE CHECK
 SUBJECT TO CONDITIONS OF CONTRACT
 ISSUED BY ETKT
 DATE OF ISSUE 20 APR 01
 CARRIER ID. 0011/LV20 *67/A67
 ISS. AGT. ID. 0011/LV20 *67/A67
 BOOK AGT. ID. 0011/LV20 *67/A67
 TOUR CODE 21793505
 PNR CODE 014100 0044728
 DCA
 DCA TH 123 Y 23APR Y25AP3
 DCA TH 10 Y 24APR Y25AP3
 FROM TO
 NOT VALID FOR
 TRANSPORTATION
 THROUGHOUT YOUR JOURNEY
 ENROLLMENTS/RESTRICTIONS
 ISSUED IN EXCHANGE FOR
 ORIGINAL ISSUE
 FARE CALCULATION
 WAS TH STL Q10.60 688.37 TH WAS Q10.60 688.37Y25AP3 1413.94 END ZPDCASTL XFDCAS3TL3
 EQUIV. FARE PAID
 FORM OF PAYMENT
 PCS CK WT. UNCK WT. AX378202259866008*1202/187466
 STOCK CONTROL NUMBER TX
 DOCUMENT NUMBER
 88922625026826 0 015 7176539020 4
 D-176
 Page 15 of 20
 ALPA 050432
 NOT VALID FOR TRAVEL
 015 7176539020 A

572P 022575 00008

Customer Account Number

Customer

Date of Charge 4-23-01

Establishment

Service TOP SEDAN

ARLINGTON VA

34503315

APPROVAL CODE 13144

Customer Signature

Cardholder acknowledges receipt of goods and/or services in the amount of the Total shown hereon and agrees to perform the obligations set forth in the Cardholder's agreement with the Issuer.

Invoice Number 628778

UNIVERSAL CAR SERVICE CHARGE FORM

DATE	TIME A.M. <input type="checkbox"/> P.M. <input type="checkbox"/>	CALL/FARE/JOB NO.	CAR NO.	BASIC FARE \$
PICKUP POINT	ZONE/ZIP	W.T.	B.R.	MISC. \$
FINAL DESTINATION			O.T.	TOLLS/PARKING \$
	STOPS		MISC.	STOPS \$
1			PHONE	WAIT-TIME \$
2			SPEC. ROUTE	
3			PACKAGE	
TOTAL				14.25

PASSENGER COPY

(314) 843-3571

(314) 277-8207

LAMBERT AIRPORT TRANSPORT CO., INC.

10137 HILLTOP DRIVE
ST. LOUIS, MO 63128

JOHN D. VAINIKO, C.E.O.

79

DATE 4/23/2001

FARE \$10.00

GRATUITY

TOTAL \$14.00

DRIVER 27

VEHICLE NUMBER

Run#

Fare \$ 14.00

From

To Alex, VA

Date 4/24/01 Time

Signature Cab# 24

ABS COMPLETE PRINTING SERVICES1135 18th Street, NW • Washington, D.C. 20036
(202) 833-9444 • Fax (202) 452-1087

INVOICE NUMBER

47350

SOLD TO <u>BAPTISTE & WILDER</u>	DELIVER/SHIP TO

CUST. ACCT. NO.	ORDER DATE <u>4-11-01</u>	ENTERED BY <u>DAVE</u>	<input checked="" type="checkbox"/> Customer Pickup <input type="checkbox"/> Deliver <input type="checkbox"/> Ship via	DATE DUE <u>5 June</u>
PURCHASE ORDER/CHARGE NUMBER <u>TWA</u>	ORDER PLACED BY <u>KIM</u>	TELEPHONE	<input type="checkbox"/> Call when ready	

ITEM	QUANTITY	ITEM NAME/DESCRIPTION	UNIT PRICE	AMOUNT
1	1	251 grs. Ms - JUDGMENT NOTIONS	.07	17.57
2				
3				
4				
5				

Sub Total	17.57
Sales Tax	1.51
Deposit	
INVOICE TOTAL (Balance Due)	18.58

RECEIVED the above merchandise in good order:

X [Signature] Date 5/11/01

TERMS: NET CASH UPON RECEIPT. 50% Deposit required on all orders without prior established open credit.
 ESTABLISHED CHARGE ACCOUNTS: Due in FULL by the 10th of the month following Invoice Date. 1 1/2% per month FINANCE CHARGE on past due accounts.

Printing / Copying / Binding / Laminating / Fax / Business Forms

ORIGINAL INVOICE

K

April 2001V

COPYGUARD AUDITOR - COPIER USAGE REPORT

DATA FROM UNIT 000 SERIAL NUMBER 005567
NONZERO DEPARTMENT/USER ACCOUNTS

ACCOUNT-NUMBER LIMIT COPY-COUNT

00513	19.95	1	000133
01513	26.55	1	000177

L

LONG DISTANCE SERVICE ELIGIBLE FOR DISCOUNT CALL MANAGER CODE: 513									
1	3/05/01	10:50:08A	TO ST ALBANS	VT 802 524-3388	2:48	DDC PEAK	0.31		
2	3/05/01	1:55:34P	TO BRIDGETON	MO 314 770-8500	1:12	DDC PEAK	0.13		
3	3/05/01	5:09:00P	TO BRIDGETON	MO 314 770-8500	17:12	DDC OPEAK	1.89		
4	3/04/01	12:21:33P	TO CHICAGO	IL 312 364-9400	1:24	DDC PEAK	0.15		
5	3/04/01	12:47:19P	TO BRIDGETON	MO 314 770-8500	8:18	DDC PEAK	0.91		
6	3/07/01	2:18:03P	TO MARLTON	NJ 856 596-9443	11:42	DDC PEAK	1.29		
7	3/10/01	2:34:59P	TO NEW YORK	NY 212 777-5032	16:36	DDC OPEAK	1.83		
8	3/12/01	10:46:01A	TO BRIDGETON	MO 314 770-8500	0:30	DDC PEAK	0.05		
9	3/12/01	12:30:33P	TO BRIDGETON	MO 314 770-8500	0:42	DDC PEAK	0.07		
10	3/12/01	12:38:35P	TO BRIDGETON	MO 314 770-8500	1:00	DDC PEAK	0.11		
11	3/12/01	2:15:34P	TO BRIDGETON	MO 314 770-8500	25:00	DDC PEAK	2.76		
12	3/12/01	5:40:35P	TO NEW YORK	NY 212 543-4100	2:00	DDC OPEAK	0.22		
13	3/12/01	5:40:01P	TO NEW YORK	NY 212 543-4100	0:30	DDC OPEAK	0.05		
14	3/12/01	5:46:08P	TO BRIDGETON	MO 314 770-8500	4:36	DDC PEAK	0.51		
15	3/13/01	11:36:06A	TO BRIDGETON	MO 314 770-8500	4:36	DDC PEAK	1.53		
16	3/13/01	12:49:28P	TO BRIDGETON	MO 314 770-8500	13:54	DDC PEAK	0.87		
17	3/15/01	10:46:49A	TO BRIDGETON	MO 314 770-8500	0:36	DDC PEAK	0.15		
18	3/15/01	12:07:24P	TO TAMPA	FL 813 494-6559	1:24	DDC PEAK	0.09		
19	3/20/01	9:46:26A	TO BRIDGETON	MO 314 770-8500	0:48	DDC PEAK	0.17		
20	3/20/01	10:47:44A	TO BRIDGETON	MO 314 770-8500	1:30	DDC PEAK	0.27		
21	3/20/01	11:02:42A	TO NEW YORK	NY 212 424-8263	2:24	DDC PEAK	3.05		
22	3/20/01	11:04:32A	TO SALT LAKE	UT 801 320-4745	27:42	DDC PEAK	2.59		
23	3/23/01	6:08:31P	TO BRIDGETON	MO 314 770-8500	14:06	DDC PEAK	1.55		
24	3/24/01	11:28:28A	TO BRIDGETON	MO 314 770-8500	0:30	DDC PEAK	0.05		
25	3/24/01	11:43:41A	TO TAMPA	FL 813 494-6559	1:24	DDC PEAK	0.07		
26	3/24/01	1:04:29P	TO TAMPA	FL 813 494-6559	0:42	DDC PEAK	0.05		
27	3/24/01	1:16:53P	TO BRIDGETON	MO 314 770-8500	0:30	DDC PEAK	1.04		
28	3/24/01	1:28:49P	TO TAMPA	FL 813 494-6559	9:34	DDC PEAK	1.33		
29	3/24/01	1:54:17P	TO BRIDGETON	MO 314 770-8500	12:04	DDC PEAK	0.09		
30	3/24/01	3:30:22P	TO BRIDGETON	MO 314 770-8500	0:48	DDC PEAK			
31	3/30/01	11:28:45A	TO BRIDGETON	MO 314 770-8500					
TOTAL FOR CALL MANAGER CODE 513							527.42		

ITEM	DATE	TIME (HH:MM:SS)	PLACE	AREA CODE/NUMBER	DURATION (HH:MM:SS)	CALL TYPE	TIME OF DAY	POST DISCOUNT AMOUNT
PRIMARY ACCOUNT CODE: 01513 LONG DISTANCE SERVICE ELIGIBLE FOR DISCOUNT INTERSTATE DIRECT DIALED								
1	3/04/01	12:49:59P	TO CHICAGO	IL 312 364-9410	1:18	DDC PEAK	0.15	
2	3/04/01	3:40:30P	TO MARLTON	NJ 856 985-5247	2:34	DDC PEAK	0.29	
3	3/04/01	5:58:07P	TO CHICAGO	IL 312 364-9410	1:30	DDC OPEAK	0.17	
4	3/04/01	6:04:28P	TO BRIDGETON	MO 314 770-8510	3:42	DDC OPEAK	0.41	
5	3/07/01	11:23:57A	TO MARLTON	NJ 856 985-5247	2:30	DDC PEAK	0.27	
6	3/08/01	2:59:07P	TO WILMINGTON	DE 302 429-5979	11:12	DDC PEAK	1.23	
7	3/15/01	10:07:55A	TO BRIDGETON	MO 314 770-8510	2:34	DDC PEAK	0.29	
8	3/15/01	1:35:44P	TO CHICAGO	IL 312 364-9410	2:12	DDC PEAK	0.25	
9	3/15/01	1:38:23P	TO BRIDGETON	MO 314 770-8510	2:48	DDC PEAK	0.31	
10	3/16/01	4:13:45P	TO BRIDGETON	MO 314 770-8500	3:30	DDC PEAK	0.52	
11	3/24/01	4:06:31P	TO BRIDGETON	MO 314 770-8510	2:54	DDC PEAK	0.17	
12	3/24/01	4:12:00P	TO MONROE	MI 734 264-6383	1:30	DDC PEAK	0.22	
13	3/24/01	4:13:57P	TO NEW YORK	NY 212 239-9012	1:30	DDC PEAK	0.17	
14	3/24/01	4:16:24P	TO SALT LAKE	UT 801 359-8256	2:54	DDC PEAK	0.32	
15	3/26/01	4:22:02P	TO BRIDGETON	MO 314 770-8510	0:30	DDC PEAK	0.05	
16	3/27/01	2:47:57P	TO SALEM, NV	CA 949 452-4459	0:30	DDC PEAK	0.05	
17	3/29/01	3:14:12P	TO BRIDGETON	MO 314 770-8500	0:30	DDC OPEAK	0.05	
18	3/29/01	5:01:03P	TO BRIDGETON	MO 314 770-8541	0:30	DDC OPEAK	0.05	
TOTAL FOR PRIMARY ACCOUNT CODE 01513							65.11	

CALL MANAGER CODE: 513									
73	3/01/01	10:48:05A	TO HOUSTON	TX 832 284-4587	1:12	DDC PEAK	0.13		
74	3/01/01	2:42:48P	TO BRIDGETON	MO 314 770-8500	0:54	DDC PEAK	0.10		
75	3/01/01	5:18:07P	TO BRIDGETON	MO 314 770-8500	38:30	DDC OPEAK	4.24		
76	3/03/01	9:18:12A	TO IRVING	TX 972 929-8800	18:48	DDC OPEAK	2.08		
77	3/03/01	3:56:59P	TO ST LOUIS	MO 314 773-0318	0:30	DDC OPEAK	0.05		
78	3/03/01	10:31:44P	TO ST LOUIS	MO 314 773-0318	2:30	DDC OPEAK	0.27		
79	3/05/01	9:53:23A	TO IRVING	TX 972 929-8800	1:24	DDC PEAK	0.15		
PRIMARY ACCOUNT CODE: 00513									
LONG DISTANCE SERVICE									
ELIGIBLE FOR DISCOUNT									
INTERSTATE DIRECT DIALED									
59	3/08/01	2:54:47P	TO WILMINGTON	DE 302 655-0400	D:36	DDC PEAK	0.07		
60	3/13/01	10:18:21A	TO BRIDGETON	MO 314 770-8510	6:36	DDC PEAK	0.78		
TOTAL FOR PRIMARY ACCOUNT CODE							00513	0.85	

M

Account Number	Bill Date	Payment Due Date
20 797 9879 001	APR 1, 2001	MAY 1, 2001



BAPTISTE & WILDER PWC
1150 CONN AVE NW STE 500
WASHINGTON DC 20036

Subaccount: 011 023 2603 003

REF # 202 223 0723

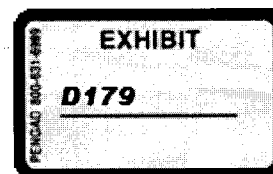
AT&T Service

Call Detail

ITEM	DATE	TIME (hh:mm:ss)	PLACE	AREA CODE/NUMBER	DURATION (hh:mm:ss)	CALL TYPE	TIME OF DAY	POST DISCOUNT AMOUNT	ITEM	DATE	TIME (hh:mm:ss)	PLACE	AREA CODE/NUMBER	DURATION (hh:mm:ss)	CALL TYPE	TIME OF DAY	POST DISCOUNT AMOUNT
BILLED NUMBER: 854 177 1446 LONG DISTANCE SERVICE ELIGIBLE FOR DISCOUNT INTERSTATE AT&T CARD									BILLED NUMBER: 854 177 1446 LONG DISTANCE SERVICE ELIGIBLE FOR DISCOUNT INTERSTATE AT&T CARD								
ROLAND WILDER																	
2	2/26/01	9:21:10P	TO FLS CHURCH	VA 703 538-2577	4:42	CCS OPEAK		513 1.76	34	3/27/01	6:19:11P	TO SYRACUSE	NY 315 382-5237	6:24	CCS OPEAK		513 2.36
			FR CHAMPAURBN	IL 217 239-8891								FR ARLINGTON	TX 817 649-9727	13:42	CCS OPEAK		13 3.59
5	3/02/01	3:10:21P	TO BETHESDA	MD 301 652-6248	1:10	CCS PEAK		513 1.07	35	3/27/01	9:19:59P	TO SYRACUSE	NY 315 382-5237	0:30	CCS OPEAK		11 0.90
			FR BRIDGETON	MO 314 770-2356								FR ARLINGTON	TX 817 640-4355	36:36	CCS OPEAK		11 8.26
6	3/04/01	9:05:20P	TO CARDEX	NJ 409 504-4349	0:48	CCS OPEAK		11 0.97	36	3/27/01	9:34:10P	TO HAMILTON	NY 315 228-7755	4:36	CCS PEAK		11 1.74
			FR ALEXANDRIA	VA 703 837-0475								FR ARLINGTON	TX 817 640-4355	11:06	CCS PEAK		11 3.06
7	3/04/01	9:18:35P	TO ST LOUIS	MO 314 773-0310	13:30	CCS OPEAK		11 3.55	37	3/27/01	9:35:08P	TO HAMILTON	NY 315 228-7755	5:06	CCS PEAK		11 1.84
			FR ALEXANDRIA	VA 703 837-0475								FR ARLINGTON	TX 817 640-4355	3:36	CCS PEAK		11 1.56
8	3/08/01	1:03:37P	TO WASHINGTON	DC 202 223-0723	1:48	CCS PEAK		11 1.43	38	3/28/01	9:51:56A	TO WASHINGTON	DC 202 223-0723	7:00	CCS PEAK		11 2.23
			FR WILMINGTON	DE 302 777-9098								FR ARLINGTON	TX 817 640-4355	1:04	CCS PEAK		11 1.03
9	3/08/01	3:16:57P	TO WASHINGTON	DC 202 223-0723	1:48	CCS PEAK		11 1.43	39	3/28/01	10:17:19A	TO BRIDGETON	MO 314 770-8500	1:00	CCS OPEAK		11 1.01
			FR WILMINGTON	DE 302 777-9271								FR ARLINGTON	TX 817 640-4355				
10	3/09/01	9:25:59A	TO WASHINGTON	DC 202 252-3513	0:30	CCS PEAK		11 1.16	40	3/28/01	1:28:32P	TO WASHINGTON	DC 202 223-0723				
			FR WILMINGTON	DE 302 652-9893								FR ARLINGTON	TX 817 640-4355				
11	3/09/01	9:27:04A	TO WASHINGTON	DC 202 258-3513	1:30	CCS PEAK		11 1.37	41	3/28/01	1:42:04P	TO WASHINGTON	DC 202 797-4090				
			FR WILMINGTON	DE 302 652-9893								FR ARLINGTON	TX 817 640-4355				
12	3/09/01	10:24:16A	TO WASHINGTON	DC 202 223-0723	2:06	CCS PEAK		11 1.49	42	3/28/01	1:49:18P	TO WASHINGTON	DC 202 223-0723				
			FR WILMINGTON	DE 302 652-9892								FR ARLINGTON	TX 817 640-4355				
13	3/09/01	10:29:46A	TO WASHINGTON	DC 202 797-4086	0:36	CCS PEAK		11 1.18	43	3/28/01	3:20:50P	TO WASHINGTON	DC 202 223-0723				
			FR WILMINGTON	DE 302 652-9892								FR ARLINGTON	TX 817 640-4355				
14	3/09/01	3:27:43P	TO WASHINGTON	DC 202 223-0723	2:00	CCS PEAK		11 1.47	44	3/28/01	6:07:56P	TO BRIDGETON	MO 314 770-8500				
			FR WILMINGTON	DE 302 652-9255								FR ARLINGTON	TX 817 640-4355				
15	3/09/01	3:51:38P	TO BETHESDA	MD 301 320-3346	0:30	CCS PEAK		11 1.16	TOTAL INTERSTATE AT&T CARD 198.82								
			FR WILMINGTON	DE 302 652-9255					INTRALATA AT&T CARD								
16	3/14/01	4:57:38P	TO WASHINGTON	DC 202 223-0723	2:24	CCS PEAK		11 1.02	45	3/28/01	9:19:32A	TO WASHINGTON	DC 202 223-0723	3:00	CCS PEAK		513 1.18
			FR HERNDON	VA 703 689-2274								FR WASHINGTON	DC 202 789-9135				
17	3/14/01	4:57:38P	TO WASHINGTON	DC 202 223-0723	3:18	CCS OPEAK		11 0.95	TOTAL INTRALATA AT&T CARD 51.18								
			FR HERNDON	VA 703 689-2274					SUBTOTAL FOR 854 177 1446 1100.00								
18	3/16/01	4:04:24P	TO TAMPA	FL 813 494-6559	0:42	CCS PEAK		11 0.95									
			FR BRETTON WD	NH 603 278-1000													
19	3/16/01	4:06:29P	TO BRIDGETON	MO 314 770-8500	31:54	CCS PEAK		11 7.30									
			FR BRETTON WD	NH 603 278-1000													
20	3/16/01	4:41:03P	TO WASHINGTON	DC 202 223-0723	19:00	CCS PEAK		11 4.55									
			FR BRETTON WD	NH 603 278-1000													
21	3/16/01	4:41:03P	TO WASHINGTON	DC 202 223-0723	4:00	CCS OPEAK		11 0.95									
			FR BRETTON WD	NH 603 278-1000													
22	3/16/01	5:04:47P	TO WASHINGTON	DC 202 797-4099	13:24	CCS OPEAK		11 3.53									
			FR BRETTON WD	NH 603 278-1000													
23	3/17/01	1:20:22P	TO TAMPA	FL 813 494-6559	0:54	CCS OPEAK		11 1.24									
			FR BRETTON WD	NH 603 278-5257													
24	3/17/01	4:50:58P	TO TAMPA	FL 813 494-6559	0:42	CCS OPEAK		11 0.95									
			FR BRETTON WD	NH 603 278-1000													
25	3/17/01	5:03:46P	TO TAMPA	FL 813 494-6559	27:24	CCS OPEAK		11 6.38									
			FR BRETTON WD	NH 603 278-1000													
26	3/19/01	9:52:46A	TO WASHINGTON	DC 202 223-0723	2:12	CCS PEAK		11 1.51									
			FR BRETTON WD	NH 603 278-5256													
27	3/21/01	1:30:19P	TO ALEXANDRIA	VA 703 820-3625	6:54	CCS PEAK		11 2.21									
			FR BRIDGETON	MO 314 770-2356													
28	3/27/01	1:05:58P	TO BRIDGETON	MO 314 770-8500	0:36	CCS PEAK		11 1.18									
			FR ARLINGTON	TX 817 649-9727													
29	3/27/01	1:07:02P	TO WASHINGTON	DC 202 223-0723	10:00	CCS PEAK		11 3.10									
			FR ARLINGTON	TX 817 649-9727													
30	3/27/01	1:22:10P	TO BRIDGETON	MO 314 770-8500	10:06	CCS PEAK		513 3.12									
			FR ARLINGTON	TX 817 649-9727													
31	3/27/01	1:34:47P	TO WASHINGTON	DC 202 223-0723	1:18	CCS PEAK		11 1.33									
			FR ARLINGTON	TX 817 649-9727													
32	3/27/01	2:31:21P	TO BRIDGETON	MO 314 770-8500	0:42	CCS PEAK		513 1.20									
			FR ARLINGTON	TX 817 649-9727													
33	3/27/01	3:53:02P	TO BRIDGETON	MO 314 770-8500	9:48	CCS PEAK		513 3.06									
			FR ARLINGTON	TX 817 649-9727													

Call or 1-800-4-A-T&T for more information and include 1 per use charge
which is not billable for 41120000.

Exhibit Y



**TWA MEC SPECIAL MEETING
APRIL 2, 2001
ST. LOUIS, MO**

Monday, April 2, 2001 ***LARGE PORTION OF MEETING IN CLOSED SESSION**

0900 – 0915	Call to order <i>Roll Call of Members, Announcements</i>
0915 – 0945	Officer Reports
0945 – 1015	Retirement & Insurance Issues ➤ Catherine Powers, ALPA R&I
1015 – 1045	Bankruptcy/Transaction Update ➤ <i>Negotiating Committee: Ron Kiel</i> <ul style="list-style-type: none">▪ David Holtzman, Contract Administrator▪ Steve Tumblin, LeBoeuf Lamb Greene & MacRae▪ Michael Glanzer, Glanzer & Company▪ Richard Seltzer, Cohen Weiss & Simon▪ Clay Warner, ALPA Legal▪ Randy Babbitt, Eclat Consulting ➤ <i>Merger Committee: Sean Clarke, Gary Flor, John Hefley, John Swanson</i> <ul style="list-style-type: none">▪ Robert Christy, ALPA E&FA
1045 – 1100	Break
1100 – 1200	Update Continues
1200 - 1330	Recess - Lunch
1330 – 1430	Membership & Guest Hour
1430 – 1435	Steering Committee Report (Per MEC Policy Section IV.6.d.)
1435 – 1545	Update Continues/MEC Discussion
1545 – 1600	Break
1600 – 1630	MEC Direction
1630	Adjourn

**PER MEC POLICY MANUAL SECTION XV.A.2.
All handouts for the MEC must be presented to
the Steering Committee for distribution**

STEERING COMMITTEE: Schwartz

REVISED on 03/30/01

ALPA 000860

Exhibit Z



Menoni, Suzi, TWAMEC

From: Robert Stow [RStow@compuserve.com]
Sent: Thursday, March 29, 2001 2:54 PM
To: Sherrin, Scott, TWAMEC; Alan Altman; Bud Bense; Gary Bouchard; Ted Case; Sean Clarke; Michael Day; Gary Flor; John Heiley; Howard Hollander; Ron Kiel; Lane, Michele, TWAMEC; Pablo Lewin; Menoni, Suzi, TWAMEC; Keith O'Leary; Bob Pastore; David Singer; Steve Reutenberg; Scott Schwartz; Glenn Stieneke; Stow, Robert, TWAMEC; John Swanson; Sally Young
Cc: Holtzman, David, TWAMEC
Subject: MEC Meeting

At the request of the TWA MEC Master Chairman a Special TWA MEC Meeting will be held at the TWA MEC Office 500 Northwest Plaza, Suite 1200, St. Ann Mo. Beginning at 0900 (CDST) on Monday 2 April, 2001. There will be a work session beginning at 1300 (CDST) on Sunday April 1st at the MEC Office. Based on information that is available now the agenda will include Contractual Review of proposed TWA Airlines LLC / ALPA agreement, update on Merger Talks and other Negotiations which are taking place. The following advisors have been requested to be at the work session to review and discuss any proposals which might require MEC Action during the meeting on Monday. Michael Glanzer, Steve Tumblin, Rolland Wilder, Randy Babbitt, Bob Christy, Clay Warner.

NOTE***** Daylight Savings Time BEGINS ON SUNDAY

Suzy will follow with the hotel information and any other questions please call the office.
Robert Stow
TWA MEC Sec/Tres

EXHIBIT AA

TWA MEC Minutes

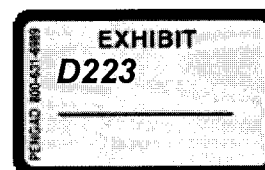


Written, edited and published by your TWA Master Executive Council, these minutes provide a record of the business conducted during the representative body's last meeting. This document is not a verbatim transcript of the meeting's reports, discussions and actions. Rather, it is a comprehensive summary of those events. For more information on the issues influencing TWA pilots' careers, consult the TWA MEC's other various communications.

SPECIAL MEETING DATE: March 21-22, 2001 St. Louis, Missouri

MASTER EXECUTIVE OFFICERS

Robert A. Pastore, Master Chairman
Scott A. Schwartz, Vice Chairman
Robert C. Stow, Sr., Secretary/Treasurer



COUNCIL 2 - NY

Howard B. Hollander, Captain Rep.
David B Singer, First Officer Rep.
Ted Case, Secretary/Treasurer

COUNCIL 4 - LAX/SFO

Pablo Lewin, Captain Rep.
Alan Altman, First Officer Rep.
Glenn Stieneke, Secretary/Treasurer

COUNCIL 3 - STL

Steven P. Rautenberg, Captain Rep.
Sally D. Young, First Officer Rep.

Wednesday, March 21, 2001

1330 Master Chairman Bob Pastore called the meeting to order.

Secretary/Treasurer Bob Stow called the roll, members present or accounted for. (Stieneke was unable to attend for personal reasons.)

Committee member: Ron Kiel, Marty Zygmund, Jim Arthur, Bill Kientz, Jeff Darnall, Jonathan Goldstein, Rick Crocker

Guests: List on file MEC office.

Sergeant at Arms: Jim Arthur

Steering Committee: Schwartz, Hollander, Rautenberg, Lewin

Announcements

Master Chairman Report: Bob Pastore

Pastore thanked the membership for their participation at the bankruptcy hearing in Delaware. The pilots' presence had a major impact on the proceedings especially the "Stop Icahn" buttons. Announced Mike Day was replacing Bud Bensel as chairman of the Merger Committee. Due to health reasons, Bud resigned his position but would remain on the committee. Briefed the MEC on the activities of the Merger Oversight Committee. Schwartz would further update the MEC later in the meeting.

Vice Chairman Report: Scott Schwartz

Schwartz reported that the U.S. Bankruptcy Court would likely hold a hearing on TWA's Section 1113 filing on April 6, though no absolute date had been set. Stated that negotiations continued on those areas of the ALPA Collective Bargaining Agreement to be amended for the transition into TWA LLC. The Merger Committee was working on various fronts, legal issues and scope issues. Briefed the MEC regarding teleconference with Duane Woerth, who promised to ramp up ALPA support and utilize other legal venues for support. Discussed the relaying of the information to the pilots, a streamline communications effort was being made. He also reported that TWA ALPA had scheduled meetings with Department of Transportation representatives.

Secretary/Treasurer Report: Bob Stow

Stow briefed the body on MEC account, which was currently under budget. Also cited recent legal fees paid out of the assessment fund. Briefed the MEC on status of members who have not paid their assessment. An updated list of those members had been posted on the TWA MEC web site.

1347 Reports concluded.

1348 Membership and Guest Hour

Joe Montanaro and Marty Zygmund/DAP/401K: addressed the MEC on the status of the DAP/401K as the transition from TWA to TWA LLC moved forward. Indicated they were examining several options for a new plan sponsor and a resolution from the MEC would be necessary to ensure that the Plan's Board of Directors could assume governance when TWA was transitioned into TWA LLC.

Questions and Answers

1409 Jeff Darnall, Council #3: Addressed the MEC on current situation and asked several questions about TWA's recent Section 1113 filing in bankruptcy court.

1430 Membership and Guest Hour concluded.

1432 Recess

1440 Reconvened

AI#0103-65 Lewin/Singer

SUBJECT: Addition of Jerome Lawler to Aspen System.

Resolution #01-56 by P. Lewin/D. Singer

WHEREAS the Master Chairman has requested that Jerome Lawler be added to the ALPA aspen system for the purpose of serving on the Retired Pilots Committee, and

WHEREAS MEC Policy Section IV.E.5.a states "*that no individual is authorized an Aspen box who is neither an MEC member, Committee member or staff member unless specified authorized by MEC resolution,*" now

THEREFORE BE IT RESOLVED that Jerome Lawler be added to the TWA ALPA Aspen system immediately and remain on the Aspen system until the Master Chairman requests his removal or by completion of participation on the Retired Pilots Committee.

PASSED unanimous voice vote

AI#0103-66 Lewin/Altman

SUBJECT: Retired Pilots Committee Chairman.

Discussion

Resolution #01-57 by P. Lewin/A. Altman

WHEREAS retired Captain H.O. Van Zandt has requested to be relieved of his duties as chairman of the Retired Pilots Committee, and

WHEREAS retired Captain Jerome Lawler has indicated a willingness to chair the Retired Pilots Committee, and

WHEREAS the Master Chairman has appointment Jerome Lawler as Chairman of the Retired Pilots Committee, now

THEREFORE BE IT RESOLVED the TWA MEC approves the appointment of retired Captain Jerome Lawler as chairman of the TWA MEC Retired Pilots Committee.

PASSED unanimous voice vote

Transaction Update

Negotiating Committee: Ron Kiel and Alan Altman

1446 Hollander/Altman moved to enter into Executive Session.

VOTE: **PASSED** unanimous voice vote.

1755 Hollander/Young moved to come out of Executive Session.

VOTE: **PASSED** unanimous voice vote.

1800 Recess

Thursday, March 22, 2001

0900 Vice Chairman Scott Schwartz called the meeting to order.

Secretary/Treasurer Bob Stow called the roll, members present or accounted for. (Dave Singer proxy to Altman.)

Committee members: Jim Arthur, Gary Flor, Jonathan Goldstein, John Swanson, Mike Day, John Hefley

Guests: List on file MEC office.

Announcements

Transaction Update: Merger Committee

0915 Rautenberg/Young move to enter into Executive Session.

VOTE: **PASSED** unanimous voice vote.

RESOLUTION #01-58 WAS PASSED IN EXECUTIVE SESSION, NOT FOR DISTRIBUTION.

RESOLUTION #01-59 WAS PASSED IN EXECUTIVE SESSION, NOT FOR DISTRIBUTION

1230 Altman/Young moved to come out of Executive Session.

VOTE: **PASSED** unanimous voice vote.

1231 Recess

1240 Reconvened

System Schedule Report: Gary Tritt

Reported on some problems with Crew Schedule. Also reported some flights were being canceled and there were several changes in fleet allocation. STL would be the most impacted with pairings changes. Most of the operation would be run on a month-to-month basis.

Questions and Answers

1255 Report concluded.

Hollander/Altman moved to accept AI# 0103-68 as late agenda item.

VOTE: **PASSED** unanimous voice vote.

AI#0103-68 Lewin/Hollander

SUBJECT: DAP Plan Sponsorship

Discussion

Resolution #01-60 by P. Lewin/H. Hollander

WHEREAS Article XV of the DAP provides that, upon the occurrence of a Triggering Event (as defined in Section 15.02 of the Plan), the Association may elect to assume the roles, powers, and duties of the Company under the Plan and Trust Agreement, including the roles, powers and duties of Plan Sponsor, and

WHEREAS one or more of the Triggering Events defined in Section 15.02 of the Plan has already occurred or will soon occur, and

WHEREAS the MEC believes it is in the best interest of the Plan participants for the DAP to remain in effect, and

WHEREAS the MEC believes that the transfer of the Plan Sponsorship of the DAP from the Company to another entity is necessary in order for the DAP to remain in effect for the benefit of the Plan participants, then

THEREFORE BE IT RESOLVED the MEC requests that the Association agree to assume the roles, powers and duties of Plan Sponsor of the DAP, in accordance with Article XV of the Plan.

PASSED unanimous voice vote

1300 Hollander/Altman moved to adjourn the meeting.
VOTE: **PASSED** unanimous voice vote.

1301 All business concluded; the meeting was adjourned.



Robert C. Stow, Sr.
TWA MEC Secretary/Treasurer

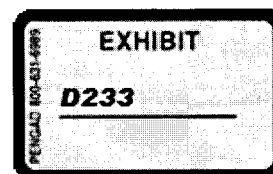
EXHIBIT BB



**TWA MEC
AIR LINE PILOTS ASSOCIATION, INTERNATIONAL**

500 NORTHWEST PLAZA, SUITE 1200 □ ST. ANN, MISSOURI 63074 □ 314-770-8500

July 10, 2001



000001 JUL 16 '01

Captain Duane Woerth, President
Air Line Pilots Association, International
1625 Massachusetts Avenue, N.W.
Washington, DC 20036

Dear Duane:

I am writing to thank you for your support of our pilot group at the last Executive Board meeting. With your support, the Agenda Item pledging the full moral support and the necessary funding to enable our MEC to properly represent our pilots passed by acclamation.

As you know, the TWA pilots are fighting for fair treatment by both American Airlines and the Allied Pilots Association. The issues involved in this integration, however, reach beyond TWA pilots. The loss of our Scope due to the TWA acquisition by American has far reaching consequences for many ALPA pilots. The APA's concept of stapling of two thirds of our pilots flies in the face of fairness and professionalism. The very foundation of our profession, including seniority, relies on mutual respect between pilots and an appreciation for the rights of all pilots.

Our MEC is facing many significant obstacles and challenges, including extraordinary expenses for our Merger Committee and Merger Counsel. Another challenge facing our pilots is the public nature of the seniority integration negotiations. The APA unilaterally decided early on in the negotiations to release proposals into the public domain. In order to keep our membership equally informed we have also released information about the proposals.

Not surprisingly, the public nature of the negotiations has fueled miscommunication and misperceptions by both pilot groups, increasing tensions between our respective pilot groups. A major initiative of our MEC, therefore, has been a communications campaign to ensure that our pilots and other ALPA pilots have accurate information in order to counter this misinformation.

Enclosed is a copy of a video presentation that was produced with your assistance and the assistance of the ALPA communications department. In addition to the video, I am enclosing recent print communications that provide additional information on our seniority integration.

Once again, I would like to thank you for your support of our pilot group. The ongoing support of our Association is crucial to our future success.

Sincerely,

Captain Robert A. Pastore
Master Chairman

cc: TWA MEC

EXHIBIT CC

02/20/2009 18:39 2022372487

02/20/2009 18:02 202. 3677

BAPTISTE & WIL . PC



IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY
CAMDEN VICINAGE

LEROY "BUD" BENSEL, ET AL.

Plaintiffs,

v.

ALLIED PILOTS ASSOCIATION, ET AL.

Defendants.

Civil Action No. 02-2917-JEI

Motion Date:

AFFIDAVIT OF ROLAND P. WILDER, JR.

I, Roland P. Wilder, Jr., of 1150 Connecticut Ave., N.W., Suite 500, Washington, D.C. 20036, do hereby declare and state:

1. Your declarant is a lawyer licensed to practice law in the District of Columbia, and a senior principal of the firm Baptiste & Wilder, P.C. I served as Merger Counsel of the TWA Master Executive Counsel in connection with the acquisition of Trans World Airways by American Airlines in 2001.

2. The purpose of this declaration is to clarify when I attended a meeting of the Master Executive Counsel in St. Louis, MO in early April 2001. I was present in St. Louis at the MEC's offices on April 1, 2001 until approximately 4:30 p.m. that afternoon. My activities at the MEC's offices on that day are accurately described in my November 7, 2006 deposition, at pp. 97-100, in *Baptiste & Wilder, P.C. v. TWA MEC, et al.*, No. 04 CC 004764, Circ. Ct., St. Louis County, MO. (Exh. A).

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BAPTISTE & WIL PC

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3. On the evening of April 1, 2001, I traveled to Louisville, KY in connection with my representation of another client. My hand-written time records disclose that I met with the Louisville client that evening, and attended collective bargaining negotiations in Louisville all day on April 2, 2001 (Exh. B). Contrary to my November 20, 2006 trial testimony in the Circuit Court and my August 8, 2008 deposition in the captioned case, the events and meetings with the MEC described in Att. A occurred on April 1, not April 2, of 2001. In all other respects, my testimony of the April 1 events was accurate in both my trial testimony and both depositions. I did not learn of the MEC's decision until April 2 during a telephone call with John Hefley, a member of the Merger Committee.

4. Until Mr. Seham's "Expert Testimony" was publicly posted on the internet, I did not think it material whether I spoke to the MEC on April 1 or 2. Upon returning to Washington, I consulted my original, hand-written time records covering my activities on April 1 and 2, and confirmed that my original testimony on November 7, 2006 was accurate.

5. Apparently Mr. Seham's research did not uncover the judgment of the Court in *Baptiste & Wilder v. TWA MEC*, *supra* (Exh. C). There, after hearing the testimony of Messrs. Pastore and Bense, the Circuit Court held: "There is no credible evidence that Plaintiffs failed to perform their services to TWA LLC MEC in a competent, professional and loyal manner. They cannot be expected to guarantee specific results as the defense seems to contend."

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BAPTISTE & WILL PC

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I hereby state under penalty of perjury, in accordance with 28 U.S.C. § 1746, that the foregoing declaration, consisting of paragraphs 1-5 above, is true and accurate to the best of my knowledge, information and belief.

Signed this 20th day of February 2009, in Washington, D.C.


Roland P. Wilder, Jr.

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BAPTISTE & WILDER, P.C.

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2

In the Circuit Court of the County of St. Louis
State of Missouri

BAPTISTE & WILDER, P.C.,

Plaintiff,

vs.

Cause No. 04CC-004764

Division 19

TRANS WORLD AIRLINES, LLC, et al.,

Defendants.

DEPOSITION OF ROLAND P. WILDER, JR., produced, sworn and
examined on behalf of the Defendants, on the 7th day of
November 2006, at the Law Offices of Murphy Wasinger, LC,
1401 South Brentwood Boulevard, in the County of St.
Louis, State of Missouri, before Vanessa L. Hertich, a
Certified Court Reporter and Notary Public within and for
the State of Missouri.

EXHIBIT A

Gore Ferry Gateway Lipa Baker Dunn & Butz
St. Louis 314.241.6750 St. Charles 636.940.0926

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BAPTISTE & WIL PC

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1 A: -- the MEC meeting, just before.

2 Q: I should have asked a better question, and let's
3 go to April 1st. Now we're -- Now we're in the front of
4 the full MEC and the eight ALPA advisors, I understand,
5 are also sitting in front of the room, right?

6 A: Yes.

7 Q: And it's a true fact that they said in very
8 strong terms that you need to waive scope?

9 A: That is correct.

10 Q: You need to dismiss your grievance that you filed
11 in early March, right, abandon that?

12 A: That would have been the consequence of waiving
13 scope because there would be no contract violation to
14 support the grievance.

15 Q: And it was always your opinion and it was your
16 opinion that day that waiving scope was not the way to
17 go?

18 A: Correct.

19 Q: And my question is: Before the MEC made their
20 vote, at which they ultimately did vote to surrender
21 scope, did you tell the MEC, the people that retained
22 you, this is a bad idea?

23 A: I spoke for almost an hour to that effect, yes.

24 Q: When was that?

25 A: That was toward the end of April 1st.

*Gore Perry Gateway Lipa Baker Dunn & Butz
St. Louis 314.241.6750 St. Charles 636.940.0926*

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BAPTISTE & WILSON PC

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1 Q: All right. And you spoke for an hour. Was that
2 in front of the whole group or was that --

3 A: It was, and the ALPA advisors.

4 Q: Did people ask you questions?

5 A: They did.

6 Q: And your advice to them at the end of that
7 meeting was what exactly?

8 MR. COLE: Excuse me. Let me ask for
9 clarification. I think the meeting went on to April 2nd.
10 We're talking about the meeting of April 1st still,
11 aren't we?

12 MR. PRESS: Right. Before it adjourned, yes.

13 MR. COLE: Okay.

14 A: As I said, I was one of the last speakers and my
15 advice was consistent with the memorandum of March 13th
16 and my letter of March 26 to Mr. Woerth. What I told the
17 MEC was we had prepared the papers, I had them there,
18 they were behind Mr. Pastore, along with my letter to
19 Captain Woerth and I told them we were ready to proceed.

20 Q: As a matter of fact, could you proceed without
21 ALPA's authorization?

22 A: We could not.

23 Q: Who, specifically, had to authorize the filing of
24 the lawsuit, Duane Woerth?

25 A: I think so and I say that because I don't believe

Gore Perry Gateway Lipa Baker Dunn & Butz
St. Louis 314.241.6750 St. Charles 636.940.0926

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BAPTISTE & WIL PC

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1 the ALPA constitution and bylaws specified who would do
2 that, but under the Railway Labor Act, ALPA was the
3 collective bargaining representative and so only ALPA
4 could sue to enforce a collective bargaining agreement.
5 The TWA pilots could not. My clients could not and I
6 could not proceed with the lawsuit without ALPA's
7 acquiescence, or permission I should say, and the
8 condition precedent to that was the TWA MEC's
9 determination that should happen.

10 Q: You lost me there at the end.

11 A: All right. I'm sorry.

12 Q: If the MEC -- Is this fair, if the MEC says, no,
13 we want to file this lawsuit, is ALPA compelled then to
14 allow you to do so?

15 A: ALPA was not compelled to do it, no.

16 Q: Okay. I mean, it's a fact that ALPA was not
17 going to authorize this filing, were they, no matter what
18 the MEC said?

19 MR. COLE: Object to the characterization. I
20 think it mischaracterized his previous testimony and it's
21 lacking foundation of a final decision by ALPA, but go
22 ahead and answer if you can.

23 A: Nobody told me that.

24 Q: (By Mr. Press) What was your supposition at the
time? I mean, did you have a feel that ALPA was not

Gore Perry Gateway Lipa Baker Dunn & Butz
St. Louis 314.241.6750 St. Charles 636.940.0926

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BAPTISTE & WILL PC

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1 going to get behind this?

2 MR. COLE: Object to the question as calling for
3 speculation. Go ahead and answer if you can.

4 A: Get behind what?

5 Q: (By Mr. Press) The filing of the lawsuit. Did
6 you have a feeling that it would ever be authorized?

7 MR. COLE: Object on the same ground.

8 A: My -- My feeling was at the meeting on April 1st
9 that I was the one person who was recommending this
10 course of action. I received no encouragement from
11 anyone on the MEC, on the Merger Committee, ALPA's
12 advisors, or anybody in the room.

13 Q: Did you speak with any of the MEC members, you
14 know, privately before they voted, at which they told you
15 anything about their thought process?

16 A: No.

17 Q: All right.

18 A: The reason for that is that I had a commitment
19 for another client in another city and I, therefore, left
20 after the meeting. I did not learn about the vote on
21 April 2 until I called up the MEC the following day.

22 Q: Did anybody at ALPA ever tell you they would
23 authorize the filing of the lawsuit if the MEC directs
24 such action?

25 A: No.

Gore Perry Gateway Lipa Baker Dunn & Butz
St. Louis 314.241.6750 St. Charles 636.940.0926

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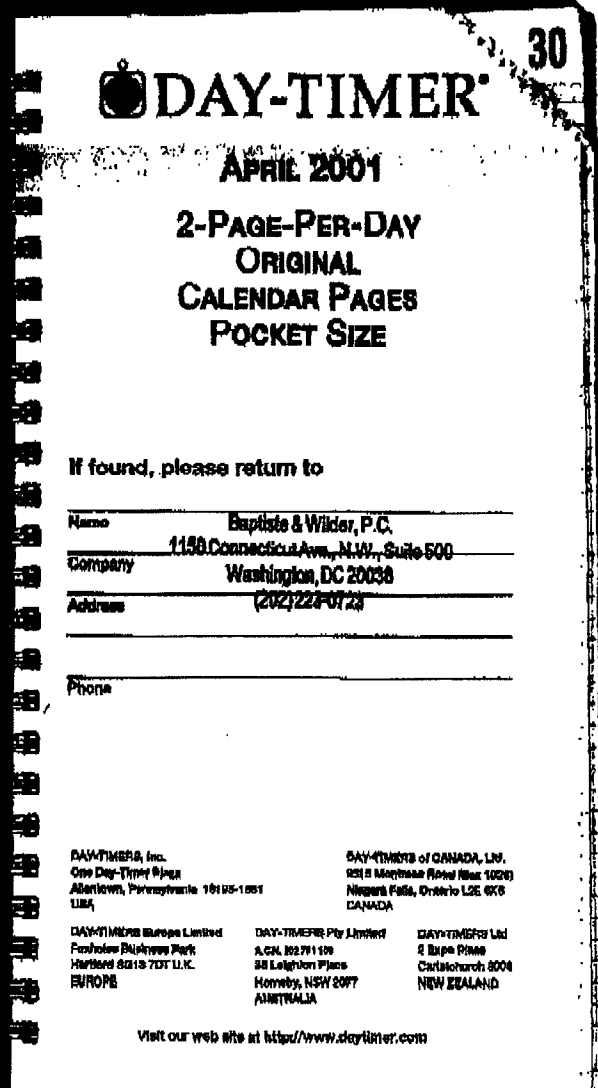


EXHIBIT B

TO BE DONE TODAY (action list)

SUNDAY
APRIL 1, 2001 0.61, Bayre (USA, Can)
APPOINTMENTS & SCHEDULED EVENTS

SEMI-DAILY
APRIL 1, 2001
DIARY AND WORK RECORD

22

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BAPTISTE & WIL PC

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MONDAY
APRIL 2, 2001
APPOINTMENTS & SCHEDULED EVENTS

EXPENSE & REIMBURSEMENT RECORD:

TO BE DONE TODAY (ACTION LIST)

8 89-6: Arthur
 9 Director/Manager
 10 money mg. imple-
 11 at / Neg. Comm. in-
 12 sistent, review pro-
 13 pected.

11 01-513: PC off. 1.6
 12 H. H. H. C. H. H. H.
 13 H. H. H. H. H. H. H.
 14 H. H. H. H. H. H. H.
 15 H. H. H. H. H. H. H.

1 11-513: PC off. 1.6
 2 H. H. H. C. H. H. H.
 3 H. H. H. H. H. H. H.
 4 H. H. H. H. H. H. H.
 5 H. H. H. H. H. H. H.

01-11 - Day 2, 1734
 DIARY AND WORK RECORD

31

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BAPTISTE & WIL PC

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STATE OF MISSOURI)
) ss
COUNTY OF ST. LOUIS)

IN THE CIRCUIT COURT OF THE COUNTY OF ST. LOUIS
STATE OF MISSOURI

BAPTISTE AND WILDER, P.C.,
Plaintiff,

vs

TRANS WORLD AIRLINES LLC
MASTER EXECUTIVE COUNCIL,
And

ROBERT A PASTORE, Individually and
in his capacity as TWA LLC MEC
Chairman, and

JOHN HEFLEY, Individually and
in his capacity as TWA LLC MEC
Vice Chairman, and

TED CASE, Individually and

CAUSE No.
04CC-4764

DIVISION 19

1

EXHIBIT c

02/20/2009 18:39 2022372487

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02/20/2009 18:02 202 3577

BAPTISTE & WIL PC

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in his capacity as TWA Secretary-
Treasurer, and)
)
)

HOWARD HOLLANDER, Individually)
and in his capacity as TWA LLC MEC)
Captain Representative, and)
)
)

JIM ARTHUR, Individually and)
in his capacity as TWA LLC MEC)
First Officer Representative, and)
)
)

SALLY YOUNG, Individually and)
in her capacity as TWA LLC MEC)
First Officer Representative, and)
)
)

SEAN CLARK, Individually and)
in his capacity as TWA LLC MEC)
First Officer Representative)
Defendants, and)
)
)

AIR LINE PILOTS ASSOCIATION)
INTERNATIONAL,)
Defendants)

FINDINGS OF FACT, CONCLUSIONS OF LAW AND
ORDER, JUDGMENT AND DECREE OF COURT

This cause was called on November 20, 2006, for trial. The parties waived jury trial. The cause was heard before the court without a jury on November 20 and 21, 2006. Evidence was adduced. The cause was

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02/20/2009 18:02 2021 3677

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submitted on the same date. The parties were granted until December 8, 2006, to submit memoranda, proposed orders and supporting case law and until December 14, 2006, to file reply memoranda. Plaintiff and Defendant, Robert A. Pastore, each filed briefs and reply briefs.

FINDINGS OF FACT

The Court, having considered the evidence adduced and having taken judicial notice of the legal file and the pleadings and ruling therein, makes the following findings. Any finding of fact herein equally applicable as a conclusion of law is adopted as such and any conclusion of law equally applicable as a finding of fact is adopted as such.

1. Plaintiff filed its Petition for Breach of Contract for Legal Fees and Expenses on November 8, 2004.
2. On November 12, 2004, a Writ of Attachment was issued against funds of the Trans World Airlines LLC Master Executive Council (hereinafter referred to as TWA LLC MEC) in Union Planter's Bank (hereinafter refer to as Regions Bank). On February 8, 2005, pursuant to court order, the court accepted payments in the amounts of \$20,848.89 and \$130,000.00 from Regions Bank. Subsequently, on April 13, 2006, the sum of \$144,000.13 was deposited into the registry of the court in interest bearing accounts.
3. Service was obtained on Defendant, Robert A. Pastore, and Michael Katz entered his appearance as attorney for Defendant, Pastore.

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4. Service was also obtained upon Defendants, Sean Clark, Trans World Airlines LLC, and Jim Arthur.
5. Although there is no return of service upon Defendant, Howard Hollander, there is an entry of appearance and answer filed on his behalf.
6. No service was obtained on Defendants, John Hefley, Ted Case or Sally Young.
7. On February 14, 2005, Plaintiff filed a First Amended Petition. On July 11, 2005, Defendants, Pastore and Hollander, filed a counterclaim against Plaintiff to which Plaintiff filed a reply on September 29, 2005.
8. On July 19, 2006, the Motion of Defendant Airline Pilots Association International to dismiss for lack of jurisdiction was heard and sustained and the cause was dismissed as to that party.
9. On October 13, 2006, Plaintiff moved to file a Second Amended Petition and set that motion for hearing. Nothing within the legal file reflects that the motion was ever heard or ruled upon or that the court ever granted leave to file a Second Amended Petition.
10. Defendants, Hollander, Clark and Pastore, each filed a Motion for Judgment on the Pleadings. The motions were called and heard and, on October 25, 2006, the Motions were granted as to Defendants, Hollander and Clark, and denied as to Defendant, Pastore. Judgment was entered in favor of Defendants, Hollander and Clark, on Plaintiff's claim for damages against those Defendants.

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11. On October 31, 2006, Defendant, Hollander, dismissed his counterclaim without prejudice.
12. On November 15, 2006, counterclaim of Defendant, Pastore, was dismissed for failure to state a cause of action without leave to amend. On that same date, the parties waived jury trial and consented to trial of the cause before the court.
13. The credible evidence is that TWA LLC MEC is an unincorporated association established by the Airline Pilot's Association (hereinafter referred to as ALPA) Constitution and By-Laws. Although Defendant, Pastore, signed the contract with Plaintiff to render legal services to TWA LLC MEC without designating his representative capacity, the evidence is clear that Defendant, Pastore, signed in his capacity as the Chairman of the TWA LLC MEC and not individually. Plaintiff knew that Defendant, Pastore, was acting as an agent for a disclosed principal. There is no credible evidence that either Plaintiff or Defendant, Pastore, understood Defendant, Pastore, to assume personal responsibility for the contractual obligation or to guarantee its payment personally. All references in the unambiguous contract to Defendant, Pastore, as "you" meant him in his representative capacity and not individually.
14. There is no credible evidence that Defendant, Jim Arthur is personally liable to Plaintiffs for any obligation under its contract with TWA LLC MEC.
15. The Chairman of the TWA LLC MEC was accountable for funds of the Master Executive Council, according to Article IV, Section 14

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of the ALPA Constitution and By-Laws. Even after the merger of TWA with American Airlines, the funds in Regions bank which were attached by way of a garnishment from Union Planters Bank (n/k/a Regions Bank) issued November 12, 2004, were those in the name of TWA Merger Fund, which the evidence reflects were funds of the TWA LLC MEC. There is no credible evidence that anyone has replaced Defendant, Pastore, as Chairman of the Master Executive Council, although the last approved signature on the account was that of Defendant, Theodore Case, as Secretary Treasurer.

16. Defendant, Pastore, had an obligation, as the last Chairman of the TWA LLC MEC chairman to use the funds of the TWA LLC MEC to pay Plaintiff's bill from merger funds of the TWA LLC MEC. He was directed to do so by the President of ALPA, International. This was true even though he was never an authorized signatory on the accounts holding those funds. The funds in the registry of the court are the TWA LLC MEC merger funds that were not remitted to ALPA after the merger. Those funds were obtained by special assessment of the pilots and were not from dues. Although the merger funds were initially obtained to fund merger efforts of TWA pilots in merger efforts between TWA and America West, the court finds the use of those funds to fund efforts of TWA pilots in the TWA/American Airlines merger was within the permissible scope of the use of those funds as set forth in Exhibit 48, the resolution authorizing the collection and use of the funds.

17. Plaintiff provided merger related legal services and incurred expenses pursuant to the contract between Plaintiff and TWA LLC MEC at issue in this case in the reasonable value of \$69,012.49. ALPA had directed Defendant, Pastore, as Chairman of the TWA

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LLC MEC to use merger funds to pay those bills. The interest thereon to the date of this judgment at a rate of 9% is \$37,267.20. The principal of the bills due plus interest all aggregates to \$106,279.69.

18. There is no credible evidence that Plaintiffs failed to perform their services to TWA LLC MEC in a competent, professional and loyal manner. They cannot be expected to guarantee specific results as the defense seems to contend.

CONCLUSIONS OF LAW

1. Plaintiffs are not entitled to recover judgment against Defendants, Pastore or Arthur, individually
2. The Court has jurisdiction over Defendant, TWA LLC MEC, through its Chairman, Pastore, and has jurisdiction over its merger funds which have been deposited into the registry of this court.
3. Plaintiffs are entitled to recover of Defendant, TWA LLC MEC, fees and expenses in the amount of \$69,012.49 plus interest thereon in the amount of \$37,267.20, all aggregating to \$106,279.69, which shall be satisfied by distribution of monies deposited into the registry of the court from TWA Merger Funds attached from Regions Bank.

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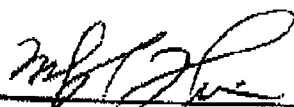
ORDER, JUDGMENT AND DECREE OF COURT

WHEREFORE, IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Plaintiffs recover nothing of Defendants, Robert A. Pastore and Jim Arthur, individually,

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Plaintiffs recover of Defendant, TWA LLC MEC, through its Chairman, Robert A. Pastore, the sum of \$69,012.49 plus interest thereon in the amount of \$37,267.20, all aggregating to \$106,279.69, which shall be satisfied by distribution of monies heretofore deposited into the registry of the court from Regions Bank by way of attachment.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the funds in the registry of the court not be distributed to satisfy this judgment until all appeals have been exhausted. After the distribution of funds to satisfy the judgment, the balance thereof, if any, shall be remanded to Regions Bank.

SO ORDERED:



MELVYN W. WIESMAN, JUDGE

Entered this 20th day of January 2007.

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cc: **James S. Cole, Attorney for Plaintiffs**
Allen P. Press and Michael Katz , Attorneys for Defendant,
Robert A. Pastore.

EXHIBIT DD

Nov 27 02 02:00p

Bouchard's

715-682-3733



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**TWA MEC SPECIAL MEETING
March 21-22, 2001
ST. LOUIS, MO**

Wednesday, March 21, 2001 *****

- | | |
|-------------|--|
| 1330 – 1400 | Call to order
<i>Roll Call of Members, Announcements</i>
Officer Reports |
| 1400 – 1500 | Membership & Guest Hour |
| 1500 – 1505 | Steering Committee Report <i>(Per MEC Policy Section IV.6.d.)</i> |
| 1505 – 1605 | Transaction Update <ul style="list-style-type: none">➤ <i>Negotiating Committee: Ron Kiel</i><ul style="list-style-type: none">▪ <i>David Holtzman, Contract Administrator</i>▪ <i>Steve Tumblin, LeBoeuf Lamb Greene & MacRae</i>▪ <i>Michael Glanzer, Glanzer & Associates</i>▪ <i>Richard Seltzer, Cohen Weiss & Simon</i>▪ <i>Clay Warner, ALPA Legal</i> |
| 1605 – 1620 | Break |
| 1620 – 1720 | Transaction Update Continued <ul style="list-style-type: none">➤ <i>Merger Committee: Mike Day, Sean Clarke, Gary Flor, John Hefley, John Swanson, Bud Bense</i><ul style="list-style-type: none">▪ <i>Roland Wilder, Baptiste & Wilder</i>▪ <i>Robert Christy, ALPA E&FA</i> |
| 1720 – 1800 | System Schedule Committee Report <ul style="list-style-type: none">➤ <i>Gary Tritt</i> |
| 1800 | Recess |

PER MEC POLICY MANUAL SECTION XV.A.2.
*All handouts for the MEC must be presented to
the Steering Committee for distribution*

STEERING COMMITTEE: Schwartz

REVISED on 03/20/01

**TWA MEC SPECIAL MEETING
March 21-22, 2001
ST. LOUIS, MO**

Thursday, March 22, 2001 *** TENTATIVE**

0900 – 0915	Call to order Roll Call of Members, Announcements
0915 – 1045	Transaction Update Continued – IF REQUIRED
1045 – 1100	Break
1100 – 1200	MEC Discussion/Direction
1200	Adjourn

**PER MEC POLICY MANUAL SECTION XV.A.2.
All handouts for the MEC must be presented to
the Steering Committee for distribution**

STEERING COMMITTEE: Schwartz